



NATIONAL ASSEMBLY OF THE FEDERAL REPUBLIC OF NIGERIA

PUBLIC HEARING ON THE FINANCE BILL 2019

The Joint Committee of Senate and House of Representatives Finance cordially invite members of the public to a Public Hearing on the “**Finance Bill 2019**” slated to hold as follows:

Date: Tuesday, November 19, 2019

Venue: Conference Room 231 New Senate Building, National Assembly Complex, Abuja

Time: 11am prompt

Invited stakeholders are:

1. The Honourable Minister, Federal Ministry of Finance, Budget and National Planning
2. The Attorney General of the Federation and Minister of Justice
3. The Honourable Minister, Federal Ministry of Trade and Investment
4. The Honourable Minister of State, Ministry of Petroleum Resources
5. The Executive Chairman, Federal Inland Revenue Service
6. The Group Managing Director, Nigerian National Petroleum Corporation
7. The Governor, Central Bank of Nigeria
8. The Comptroller General, Nigeria Customs Service
9. The Director, Department of Petroleum Resources
10. The Post Master General, Nigeria Postal Services
11. All 36 State Governors

12. The Chairman, Nigeria's Governors Forum
13. All State Honourable Commissioners of Finance
14. The Executive Secretary, Joint Tax Board
15. All Chairmen of State Board of Internal Revenue
16. The Managing Director, Chevron Nigeria Ltd
17. The Managing Director, Shell Petroleum Development Co. Nig. Ltd
18. The Managing Director, Nigeria Liquefied Natural Gas
19. The Managing Director, Total Exploration And Production Company
20. The Managing Director, Nigeria Ports Authority
21. The Managing Director, Mobil Producing Nigeria Unlimited
22. The Managing Director/CEO, Addax Petroleum Nigeria Ltd
23. The Executive Secretary, Petroleum Equalization Fund
24. The Managing Partners, KPMG Nigeria
25. The Managing Partners, Akintola Williams Deloitte
26. The Managing Partners, Price Water House Coopers Inc:
27. The Executive Secretary, Nigerian Shippers Council
28. The President, Chartered Institute of Taxation of Nigeria
29. The Chairman, Manufacturers Association of Nigeria
30. The Chairman, Nigeria Association of Chambers of Commerce
31. The Managing Director, Nigeria Agip Oil Company
32. The Director General, Consumer Protection Council
33. The Managing Director, Petroleum Equalization Fund
34. The President, Institute of Chartered Accountants of Nigeria
35. The Executive Secretary/CEO, Small And Medium Enterprises
36. The President, Chartered Institute of Bankers of Nigeria
37. All Managing Director/Chief Executive Officer of all Revenue Generating Agency
38. All State Association of Chambers of Commerce.
39. Managing Directors of Multinational Companies, Nestle, Cadbury, Nigeria Breweries

Signed:

Senator Solomon O. Adeola FCA

Chairman, Senate Committee on Finance

Rt. Hon. James. A. Faleke

Chairman, House Committee on Finance





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EXPLANATORY MEMORANDUM

This bill is to among other things amend the following tax provisions and make them more responsive to the tax reform policies of the Federal Government and enhance its implementation and effectiveness.

a) **Companies Income Tax Act, Cap. C21, Laws of the Federation of Nigeria, 2004 (as amended to date)**

The Bill seeks to amend the provision of the Companies Income Tax Act to, amongst to other things, curb Base Erosion and Profit Shifting (BEPS) as proposed by the Organisation for Economic Cooperation and Development (OECD) and thereby broaden the triggers for domestic taxation of income earned by non-resident companies in Nigeria through dependent agents and via online market platforms.

The Bill also seeks to address the taxation of industries, such as insurance, start-ups and the capital markets, evaluated by the Federal Government of Nigeria as critical to the growth and development of the Nigerian economy with a view to stimulating activities in those sectors and fostering overall economic growth.

b) **Value Added Tax Act, Cap V1, LFN 2007 (as amended)**

In line with global best practice, this Bill proposes to improve the efficiency of the Nigerian VAT system taking into consideration recommendations from various stakeholder groups. In addition to simplifying the VAT landscape, the Bill also seeks to expand VAT coverage by addressing some critical issues, such as taxation of the digital economy, VAT registration thresholds and intangibles.

c) **Customs and Excise Tariff Etc. (Consolidation) Act, Cap C49, Laws of the Federation of Nigeria 2004**

In a bid to create a level playing field for local manufacturers, this bill wishes to subject certain imported goods to excise duties in similar manner as their locally manufactured counterparts.

d) **Personal Income Tax Cap P8, LFN 2007 (as amended)**

The Bill also seeks to provide clarity and efficiency in the administration of individual income taxes in Nigeria

e) **Capital Gains Tax Act Cap C1, LFN 2007**

The bill also covers the taxation of business combination and seeks to prevent abuse of provisions of the Act on group restructuring.

f) **Stamp Duties Act Cap S8, LFN 2007**

The Bill also seeks to increase revenue generation from duties on electronic stamps.

g) **Petroleum Profits Tax**

This Bill seeks to improve revenue by removing the tax exemption granted for dividends or income received from companies charged under Petroleum Profits Tax Act.



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Part I

Direct Taxes

Companies Income Tax

Charge of tax

1. Section 9 of the Companies Income Tax Act (CIT Act) is amended as follows:

a) In subsection (1), by deleting “in respect” and inserting immediately after ‘Nigeria’ the words “that are not subject to tax under the Capital Gains Tax Act, Petroleum Profits Tax Act and Personal Income Tax Act. Such profits shall include, but shall not be limited to-”

To promote fiscal equity by ensuring companies are not taxed twice on the same income stream

b) By inserting an expanded definition of interest and dividend in subsection 1 (c) of Section 9:

“for the purposes of this Act:

interest shall include compensating payments received by a Borrower from its approved agent or a Lender in a Regulated Securities Lending Transaction provided that the underlying transaction giving rise to the compensating payment is a receipt of interest by a Lender on the collateral it received from its approved agent or a Borrower in a Regulated Securities Exchange Transaction.

To implement proposals to promote investment in Securities Lending Transaction and stimulate activity in the capital market.

dividend shall include compensating payments received by a Lender from its approved agent or Borrower in a Regulated Securities Lending Transaction if the underlying transaction giving rise to the compensating payment is a receipt of dividends by a Borrower on any shares or securities received from its approved agent or a Lender in a Regulated Securities Lending Transaction”

The terms “Lender”, “Borrower”, “Regulated Securities Lending Transaction” are all defined in Section 23 of this Finance Bill that amends Section 105 (1) of the Companies and Income Tax Act, being the definition section thereof

c) By inserting a proviso to Section 9 (1) (g) as follows:

“for the purpose of this section, securities or shares shall not be deemed to be disposed of by a Lender, Borrower or approved agent or acquired by a Borrower, approved agent or Lender if such securities or shares are transferred from a Lender and subsequently returned by a Borrower in a Regulated Securities Lending Transaction”

Other provisions are made to stipulate the tax framework applicable to Securities Lending Transactions in Sections 8, 9, 20, 21, 22 of this

Finance Bill and ensure there is no double tax on such transactions, but that tax is collected once on the economic substance thereof

Identification of a Company

2. Section 10 of the CIT Act is hereby amended by introducing a new subsection (2) as follows:

(2) Every person engaged in banking in Nigeria shall require all companies to provide their tax identification numbers as a precondition for opening a bank account or, in the case of an account already opened prior to the 30 September 2019, the bank shall require such tax identification numbers to be provided by all companies as a precondition for the continued operation of their bank accounts.

To synchronise taxpayer banking and tax databases with a view to improving tax compliance and ease of tax administration. This will also help expand the Tax Net in Nigeria so far as active corporate entities are concerned

Nigerian Companies

3. Section 13 of the CIT Act is hereby amended:

- a) By inserting in the opening paragraph of subsection (2), after the phrase “shall be deemed to be derived from” the words “or otherwise be taxable in, Nigeria”
- b) In subsection (2), by inserting a new paragraph (c) as follows, and renumbering the existing paragraphs (c) and (d) as paragraphs (d) and (e):

To close gaps in the tax framework arising from foreign entities deriving income from trading activities that occur in the Nigerian fiscal environment

“(c) if it transmits, emits or receives signals, sounds, messages, images or data of any kind by cable, radio, electromagnetic systems or any other electronic or wireless apparatus to Nigeria in respect of any activity, including electronic commerce, application store, high frequency trading, electronic data storage, online adverts, participative network platform, online payments and so on, to the extent that the company has significant economic presence in Nigeria and profit can be attributable to such activity.

To respond to the challenges of digital services tax and expand tax revenue sources

- c) By inserting a new paragraph (f) after paragraph (e) as follows:

(f) If the trade or business comprises the furnishing of technical, management, consultancy or professional services outside of Nigeria to a person resident in Nigeria, to the extent that the company has significant economic presence in Nigeria and profit can be attributable to such activity.

To create a nexus for taxation of services rendered offshore and ensure Nigeria earns its

Provided that any withholding tax applicable under the Section 81 of this Act shall be the final tax on the income.

fair amount of revenue from such activities.

d) By inserting a new subsection (4) as follows:

“(4) For the purpose of subsection (2)(c) and (f) of this Section, the Minister may by Order determine what constitutes the significant economic presence of a company other than a Nigerian company.

Insurance Companies

4. Section 16 of the CIT Act is hereby amended as follows:

a) inserting a new subparagraph (ii) under Section 16(5)(b) as follows:

“(ii.) Investment in income for the purpose of taxation of a life insurance company under this section means income derived from investment of shareholders’ funds.”

b) deleting the phrase “... and, in all cases, the period of carrying forward of a loss shall be limited to four years of assessment” in Section 16(7)

c) substituting the existing paragraph (a) of Section 16(8) with a new paragraph (a), as follows –

“(a) reserve for unexpired risks, calculated on a time apportionment basis of the risks accepted in the year.”

d) substituting the existing paragraph (b) of Section 16(8) with a new paragraph (b), as follows –

“(b) for outstanding claims and outgoing, an amount equal to the total estimated amount of all outstanding claims and outgoing, with a further amount representing 10 percent of the estimated figure for outstanding claims in respect of claims incurred but not reported at the end of the year under review, provided that any amount not utilised towards settlement of claims and outgoing shall be added to the total profits of the following year.”

e) in subsection (9)(c), by deleting the phrase:

“except that after allowing for all the outgoing and allowance under the Second Schedule to this Act as may be restricted under the provisions of this Act for any year of assessment, not less than an amount equal to 20

To ensure that insurance companies are taxed in a fair and equitable manner relative to other companies operating in other sectors of the economy. These modifications remove double tax provisions and recognise regulatory costs that will be incurred by such companies in compliance with conditions imposed by the Insurance regulator e.g. provision for outstanding claims

These modifications have long been sought by the Insurance Industry and should encourage investment in the sector, stimulate economic growth and potentially increase revenue from the sector.

percent of the gross incomes shall be available as total profit of the company for tax purposes."

Payment of dividend by a Nigerian Company

5. Section 19 of the CIT Act is hereby amended by inserting a new subsection (2) as follows:

"The provisions of subsection (1) of this section shall not apply to –

- (a) Dividends paid out of the retained earnings of a company. Provided that the dividends are paid out of profits that have been subjected to tax under this Act, the Petroleum Profits Tax Act, or the Capital Gains Tax Act;*
- (b) Dividends paid out of profits that are exempted from income tax by any provision of this Act, the Industrial Development (Income Tax Relief) Act, the Petroleum Profits Tax Act, or the Capital Gains Tax Act or any other legislation;*
- (c) profits or income of a company that are regarded as franked investment income under this Act; and*
- (d) distributions made by a Real Estate Investment Company to its shareholders from rental income and dividend income received on behalf of those shareholders;*

whether such dividends are paid out of profits of the year in which the dividend is declared or out of profits of previous reporting periods."

To amend the excess dividend tax rules that currently results in double taxation and discourages corporate savings/retention of profits; to improve investor confidence and encourage FDI

Nigerian dividends received by companies other than Nigerian companies

6. Section 20 of the CIT Act is hereby amended by deleting the existing paragraphs (b) and (c).

This eliminates the repetition of the provisions of Section 19 of CITA now reformed by Section 5 of this Finance Bill

Profits Exempted

7. Section 23(1) of the CIT Act is hereby amended by:

- (a) Repealing subsection (n) and replacing it with the following new subsection(n) as follows:

"Nothing in this section shall be construed to exempt from deduction at source, the tax which a company making payments is to deduct under sections 78, 79 or 80 of this Act, such that the provisions of sections 78, 79 and 80 of this Act shall apply to a dividend, interest, rent or royalty paid by a

Section 7 of the Finance Bill removes the current tax law impediment to the creation of unit trusts in Nigeria by exempting such companies from having

company exempted from tax under subsection 1(a) to (e), (h) to (l), (o), (q), (r) and (t) of this section

(b) *Repealing subsection (o) and replacing it with the following new subsection (o) as follows:*

(i) *“the profits of a small company in a relevant year of assessment.”*

Provided that such company shall, without prejudice to this exemption, comply with the tax registration and tax return filing stipulations of this Act and be subject to the provisions as regards time of filing, penalties for breach of statutory duties and all other provisions of this Act in all respects during the period during which its profits are below the tax paying threshold.

(ii) *Dividends received from small companies in the manufacturing sector in the first five years of their operations.*

(c) *Introduction of a new sub-section (t) as follows:*

“the dividend and rental income received by a Real Estate Investment Company on behalf of its shareholders provided that:

(i) *A minimum of 75% of dividend and rental income is distributed; and*

(ii) *Such distribution is made within 12 months of the end of the financial year in which the dividend or rental income was earned.*

Nothing in this section shall be construed to exempt:

(i) *Shareholders from tax on the dividend or rental income received from a Real Estate Investment Company;*

(ii) *a Real Estate Investment Company from tax on management fee, profits or any other income earned for and on its own account; and*

(iii) *a Real Estate Investment Company from tax on dividend and rental income that is not distributed after 12 months from the financial year end in which the dividend or rental income was earned.*

to deduct WHT on dividends they pay out. The remainder of Section 23 (1)(n) is further modified to better reflect the intention of the lawmakers to receive WHT on any dividends/rents/interest/royalty paid by companies exempted from taxation by virtue of that section

Section 7 of the Finance Bill also provides a general exemption from corporation tax for small companies earning lower than N25million turnover in any tax year. This should be read in conjunction with Section 15 of this Finance Bill that introduces tax relief for medium companies that earn turnover above N25million but less than N100million in any tax year.

However, such companies would have to deduct WHT on dividends distributed.

Section 7 of the Finance Bill also seeks to unlock the value chain potential of real estate investment as an asset class for securitisation in Nigeria

(d) Substituting the existing paragraph (q) under subsection (1) with the following new paragraph (q), as follows:

“the profits of any Nigerian company in respect of goods exported from Nigeria, provided that the proceeds of such exports are used for the purchase of raw materials, plant, equipment and spare parts

Provided that tax shall accrue proportionately on the portion of such proceeds which are not utilized in the manner prescribed above.”

Enabling creation of REITS will invariably help create employment, widen the tax base and improve the Nigerian economy.

(e) Introducing new paragraphs (u), (v) and (w) as follows:

(u) “the compensating payments, which qualify as dividends under section 9(1)(c) of this Act, received by a Lender from its approved agent or a Borrower in a Regulated Securities Lending Transaction. Such payments shall be deemed to be Franked Investment Income and shall not be subjected to further tax in the hands of the Lender.

(v) “the compensating payments, which qualify as dividends or interest under Section 9(1)(c) of this Act, received by an approved agent from a Borrower or Lender on behalf of a Lender or Borrower in a Regulated Securities Lending Transaction”

The introduction of this sub-section is designed to reflect the economic reality of a recognised securities lending transaction in order to ensure that tax is levied on the substance of the transaction and not on the intervening steps required to facilitate

such trade. This will lead to the introduction of a viable new asset category and the deepening of the Nigerian capital market.

Deductions allowed

8. Section 24 of the CIT Act is hereby amended

a) Introducing in the opening paragraph of Section 24 after the word “in the production of those profits” the words “chargeable to tax”

b) By re-enacting the existing paragraph (a) as

(a) Subject to the provisions of the Seventh Schedule of this Act, any sum payable by way of interest on debt borrowed and employed as capital in acquiring the profits of a company;”

c) by inserting as subsection (k) and (l) the following provisions:

“(k) dividends or mandatory distributions made by a Real Estate Investment Company duly approved by the Securities and Exchange Commission, to its shareholders”

“(l) compensating payments, which qualify as interest under section 9(1)(c) of this Act, made by a Lender to its approved agent or a Borrower in a Regulated Securities Lending Transaction”

Section 24 amends the CIT Act to close loopholes currently available to companies deriving exempt income that then shift their operating costs to the part of their business that produce taxable profits thereby artificially reducing their taxable profits in a manner not contemplated by the Law

Section 24 also seeks to deter profit shifting behaviour typically exhibited by multinationals through excessive interest expense and, in effect, raise tax revenues

Deductions not allowed

9. Section 27(1) of the CIT Act is hereby amended by:

(a) deleting subsections (g), (h) and (i) and inserting a new subsection (g) as follows:

“(g) any expense whatsoever incurred within or outside Nigeria involving related parties as defined under the Transfer Pricing Regulations, except to the extent that it is consistent with the Transfer Pricing Regulations”.

(b) Introducing new subsections (h), (i) (j) and (k) as follows:

“(h) any expense incurred in deriving tax- exempt income, losses of a capital nature and any expense allowable as a deduction under the Capital Gains Tax Act for the purpose of determining chargeable gains”

“(i) any compensating payment made by a Borrower, which qualifies as dividends under section 9(1)(c) of this Act, to its approved agent or to a Lender in a Regulated Securities Exchange Transaction”

“(j) any compensating payment made by an approved agent, which qualifies as interest or dividends under section 9(1)(c) of this Act, to a Borrower or Lender in a Regulated Securities Exchange Transaction”.

(k) any penalty prescribed by in any Act of the National Assembly for violation of any statute.

(l) any taxes or penalties borne by a company on behalf of another person.

To eliminate arbitrage that currently results in companies paying less taxes than they ordinarily should

Basis for computing assessable profits

10. Section 29 of the CIT Act is hereby amended as follows:

(a) The existing subsection (1) is deleted and replaced with a new subsection (1) as follows:

(1) Save as provided in this section, the profits of any company for each year of assessment from such source of its profits (hereinafter referred to as —the assessable profits) shall be the profits of the accounting period immediately preceding the year of assessment from each such source.

(b) Section 29(3) of the CIT Act is hereby deleted and replaced with a new subsection (3) as follows:

(3)The assessable profits of any company from any trade or business (or in the case of a company other than a Nigerian company) for its first year of assessment and the two following years of assessment (which years are in this subsection respectively referred to as “the first year”, “the second year” and “the third year”) shall be ascertained in accordance with the following provisions –

(a) for the first year, the assessable profits shall be the profits from the date in which it commenced to carry on such trade or business in Nigeriato the end of its first accounting period;

To simplify and eliminate the risk of double taxation which exists under the current commencement and cessation provisions and encourage investments.

(b) for the second year, the assessable profits shall be the profits from the first day after its first accounting period to the end of its second accounting period; and

(c) for the third year and for each subsequent year thereafter, the assessable profits shall be the profits from the day after the accounting period just ended.

- (c) Section 29(4) is deleted and replaced with a new subsection (4) as follows:

(4) Where a company permanently ceases to carry on a trade or business (or in the case of a company other than a Nigerian company, permanently ceases to carry on a trade or business in Nigeria) in an accounting period, its assessable profits therefrom shall be the amount of the profits from the beginning of the accounting period to the date of cessation and the tax thereof shall be payable within six months from the date of cessation.

- (d) By amending the opening provisions of the existing subsection (9) as follows:

“Where a trade or business carried on by a company is sold or transferred to a Nigerian company for the purposes of better organisation of that trade or business or the transfer of its management to Nigeria, and any asset employed in such trade or business is sold or transferred, if the Board is satisfied that one company has control over the other or both are controlled by some other person or are members of a recognised group of companies and have been so for a consecutive period of at least 365 days prior to the date of reorganization, the board may in its discretion direct that -

- (e) By including a new proviso under after the concluding paragraph of subsection (9) as follows:

Provided also that if the acquiring company were to make a subsequent disposal of the assets thereby acquired within the succeeding 365 days after the date of transaction, any concessions enjoyed under this subsection shall be rescinded and the companies shall be treated as if they did not qualify for the concessions stipulated in this subsection as at the date of initial reorganization.”

To close the gap in the tax laws that allow companies carry out fictitious tax neutral business reorganization. This proposal will allow increase in revenue generation

This Section proposes to close a gap that currently allows

<i>Total Profits from all sources</i>	<p>11. Section 31(2)(a)(ii) of the CIT Act is hereby amended by deleting the phrase <i>“but such deductions shall not be made against the profit of the company after the fourth year from the year of commencement of such business”</i></p>	<p><i>companies undertaking restructuring activities to deprive the Revenue from the tax payable on their transactions where they are not truly related parties that should benefit from tax exemption for so doing</i></p> <p><i>The modification also discourages companies from undertaking restructuring solely for the purpose of avoiding tax whilst recognising taxable profits from so doing</i></p> <p><i>To allow companies carry forward losses incurred in the course of their business in a fair and equitable manner. The proposal will improve investor’s confidence</i></p>
<i>Payment of Minimum Tax</i>	<p>12. Section 33 of the CIT Act is hereby amended by:</p> <p>(a) Replacing the existing subsection (2) with the following new subsection (2):</p> <p><i>“(2) For the purposes of subsection (1) of this section, the minimum tax to be levied and paid shall be 0.5% of turnover of the company.</i></p> <p>(b) Deleting under subsection (3), the existing paragraph (b) and replacing with a new paragraph (b) as follows:</p> <p><i>(b) a company that earns gross turnover of less than twenty-five million naira in the relevant year of assessment.</i></p>	<p><i>To simplify and harmonise the minimum tax regime to promote fiscal equity while ensuring that government generates its fair share of revenue.</i></p>
<i>Gas Utilisation (Downstream)</i>	<p>13. Section 39 of the CIT Act is hereby amended by:</p> <p>(a) Replacing existing paragraph (c) in subsection (1) with the following new paragraph (c)</p>	<p><i>This is to discourage unnecessary extension of the pioneer status by commencing amortizing qualifying capital</i></p>

Operations
)

“Capital allowances on qualifying expenditure incurred during the pioneer period, shall be made in each of the years during which the company, which is engaged in gas utilization (downstream operations), is in pioneer period, such that only tax written down value of the Qualifying Capital Expenditure shall be carried forward to the post pioneer period, as follows, that is -

expenditures after the pioneer period.

(i) an annual allowance of 90 percent with 10 percent retention, for investment in plant and machinery; “

(b) Deleting the existing paragraph (e) in subsection (1)

(c) By inserting a new subsection (3) after the existing subsection (2) and renaming the existing subsection (3) as subsection (4). The new subsection (3) to read as follows:

“(3) This Section shall not apply with respect to -

(i) any company that has claimed or wishes to claim the incentives under the Industrial Development (Income Tax Relief) Act in respect of the same qualifying capital expenditure.”

Rates of
Tax

14. Section 40 of the CIT Act is hereby repealed and replaced with a new Section 40 as follows:

“There shall be levied and paid for each year of assessment in respect of total profits of every company, tax as follows. In the case of a -

- (a) small company, tax as provided under Section 23(1)(o) of this Act;*
- (b) medium-sized company, tax at the rate of twenty kobo for every naira;*
and
- (c) large company, tax at the rate of thirty kobo for every naira. “*

The proposed amendments to Section 40:

- eliminates the redundant provisions in subsection (2) and (3) on excess profit tax and, subsections (4) and (5) on pre-incorporation levy.

- replaces the existing provisions contained in subsections (7), (8) and (9) on reduced tax rate for small manufacturing companies in their first four years with a more

<i>Replacement of obsolete plant and machinery</i>	15. Section 41 of the CIT Act is hereby repealed by this Act.	<i>robust incentive applicable to all SMEs; and</i>
<i>Dividends and tax on interim dividends paid by Nigerian companies</i>	16. Section 43 of the CIT Act is hereby repealed by this Act	<i>- repeals subsections (10) and (11), which are a duplication of similar incentive provisions contained in Section 32 of the CIT Act.</i>
<i>Self-Assessment of tax payable</i>	17. Section 53(1) of the CIT Act is hereby amended as follows: (1) Every company filing a return under section 55 of this Act or requested by notice of the Board to file a return under section 58 of this Act shall- (a) in the return, compute the tax payable by the company for the year of assessment; and (b) forward with the tax return, evidence of payment of the whole or, in the case of a company making instalment payments, part of the tax due.	<i>Supports government's initiative to foster growth of MSMEs in Nigeria.</i>
<i>Returns and Provisional Accounts</i>	18. Section 55 of the CIT Act is hereby amended as follows: (a) By amending paragraph (c) under subsection 1 as follows: “(c) evidence of payment of the whole or, in the case of a company making instalment payments, part of the tax due.”	<i>Eliminates redundant provisions on investment allowance</i>
		<i>To eliminate complex provisions on interim dividend tax, which are both impractical to implement and onerous to taxpayers</i>
		<i>To eliminate lag in payment of taxes and ensure government collects taxes quickly and efficiently</i>
		<i>To increase the penalty for non-compliance with CIT filing requirements</i>

(b) By amending subsection 3 as follows:

“(3) Any company which fails to comply with the provisions of subsection (2) shall be liable to pay a penalty for late filing -

(a) ~~₦~~50,000 for the first month in which the failure occurs; and

(b) ~~₦~~25,000 for each subsequent month in which the failure continues.

Time within which tax is to be paid

19. Section 77 of the CIT Act is hereby amended as follows:

(a) By repealing the existing subsection (1) and renumbering subsections (2) to (8) as subsections (1) to (7).

(b) By deleting the existing provisions of Section 77(5) and replacing as follows:

(4) Every Company shall make payment of tax due on or before the due date of filing, in one lump sum or in instalments.

Provided that, where the taxpayer pays in instalments -

- a. The taxpayer shall first write, with evidence of payment of the first instalment, and obtain the approval of the Service to pay in such number of instalments as may be approved by the Service.*
- b. The final instalment must be paid on or before the due date of filing.*

(c) By introducing new subsections after the existing subsection 5 (now renumbered as 4) as follows:

“(5) Where a company pays its tax 90 days before the due date as provided under Section 55 of this Act, such company shall be entitled to a bonus of -

(a) 2%, if such company is a medium-sized company; and

(b) 1% for any other company;

on the amount of tax paid, which shall be available as a credit against of its future taxes.

(6) Any balance of taxes unpaid as at the due date shall attract interest and penalties as provided in this Act or any other relevant law for failure to pay on the due date in accordance.”

To repeal old section on provisional tax and introduce incentives for early payment of tax under the current self-assessment framework. This will create efficient systems for tax collection.

Deduction of tax on interest

20. Section 78 of the CIT Act is hereby amended by inserting a new subsection (6) as follows:

“the provisions contained in subsection (1) to (5) of this Section shall not apply to a Lender when making compensating payments, which qualify as interest under section 9(1)(c) of this Act, to an approved agent that is due to a Borrower in a Regulated Securities Lending Transaction.

To stimulate growth of the real estate sector through capital market activities

Nothing in this subsection, shall be construed as exempting the approved agent from the provisions of subsection (1) to (5) when making the same payments to the Borrower or as exempting the Lender from deducting tax when making the payments directly to the Borrower”

Deduction of tax on dividend

21. Section 80 is hereby amended as follows:

a) By inserting as subsection (5) the following provisions:

To promote capital market activities.

“(5) The provisions contained in subsection (1) to (5) of this Section shall not apply to:

“(a) a company or person making any distribution or dividend payment to a Real Estate Investment Company;

“(b) a Borrower making compensating payments to its approved agent or to a Lender, provided that such payments qualify as dividends under section 9(1)(c) of this Act;

“(c) an approved agent making compensating payments received from a Borrower, which qualify as dividends under section 9(1)(c) of this Act, to a Lender.

Nothing in this section should be construed to exempt a Real Estate Investment Company from deducting tax at source from the dividend it distributes to its own shareholders”

Deduction of tax of source

22. Section 81 of the CIT Act is hereby amended by introducing a new paragraph (9) as follows:

(9) The provisions of this section shall not apply to compensating payments made under a Registered Securities Lending Transaction”.

To promote capital market activities.

Interpretation

23. Section 105(1) of the CIT Act is hereby amended as follows:

a. Deleting the definition of “Board” and defining the term “Service” as follows:

“Service” means the Federal Inland Revenue Service as defined in the Federal Inland Revenue Service (Establishment) Act, 2007.

To include definitions for new terms introduced under the CIT Act.

b. Replacing all references to “the Board” in the CIT Act with “the Service”

c. Providing a definition for the following terms:

*“Approved **Agent**” means any person approved by the Securities and Exchange Commission to function as an intermediary for the conduct of a Regulated Securities Lending Transaction*

*“**Bank**” means an establishment authorized by the government to accept deposits, pay interest, clear checks, make loans, act as an intermediary in financial transactions, and provide other financial services to its customers or any other such institution as defined under the Banking and Other Financial Institutions Act.*

*“**Banking**” means business conducted or services offered by a Bank*

*“**Borrower**” means an approved borrower in a Regulated Securities Lending Transaction*

*“**Compensating Payments**” means any payments made in lieu of interest or dividend pursuant to a Regulated Securities Lending Transaction*

*“**Gross turnover**” means the gross inflow of economic benefits (cash, receivables, other assets) arising from the ordinary operating activities of a company, including sales of goods, supply of services, receipt of interest, rents, royalties or dividends.*

*“**Large company**” means any company which is not a small or medium-sized company.*

*“**Lender**” means an approved lender in a Regulated Securities Lending Transaction*

*“**Medium-sized company**” means a company that earns gross turnover greater than ₦25,000,000 but less than ₦100,000,000;*

*“**Real Estate Investment Company**” means for the purpose of this Act, a Company duly approved by the Securities and Exchange Commission to operate as a Real Estate Investment Scheme in Nigeria*

*“**Recognised group of companies**” means a group of companies as prescribed under the relevant accounting standard”*

“Regulated Securities Lending transaction” means any securities lending transaction conducted pursuant to rules made by the Securities and Exchange Commission from time to time”

“Small company” means a company that earns gross turnover of ₦25,000,000 or less;

Third
Schedule
(CIT)

24. The Third Schedule of the CIT Act on ‘Tax exemption on certain interests’ is hereby amended as:

a. Updating the table of tax exemption on interest on foreign loans as follows:

Repayment Period including Moratorium	Moratorium	Tax Exemption allowed
Above 7 years	Not less than 2 years	70%
5-7 years	Not less than 18 months	40%
2-4 years	Not less than 12 months	10%
Below 2 years	Nil	Nil

To close tax exemption loophole for foreign loans and increase revenue generation prospect.

b. By introducing a new paragraph 2 an interpretation section as follows:

“For the purpose of this Schedule:

“Moratorium” means a period at the beginning of a loan term during which the borrower is not expected to make any principal or interest repayments. Provided that where any principal or interest repayments are made during the period, the tax exemptions provided under this Schedule shall be adjusted by the Service in a proportionate manner.

“Repayment Period” means the agreed tenor of the loan facility. Provided where the loan is repaid before expiration of this period, the tax exemptions provided under this Schedule shall be adjusted by the Service in a proportionate manner.

Seventh
Schedule –
Deductible
Interest

25. Introducing a new Schedule after the Sixth Schedule as follows:

(1) Notwithstanding any provisions of this Act, where a Nigerian company, or a fixed base of a foreign company in Nigeria, incurs any expenditure

To introduce thin capitalisation rules that prevent profit shifting

by way of interest or of similar nature in respect of debt issued by a foreign connected person, the excess interest thereon shall be a disallowable deduction for the purpose of this Act:

and potentially increase tax revenues

- (2) *For the purposes of sub-section (1), the excess interest shall mean an amount of total interest paid or payable in excess of thirty per cent (30%) of earnings before interest, taxes, depreciation and amortization of the Nigerian company in that accounting period.*
- (3) *Nothing contained in sub-section (1) shall apply to a Nigerian subsidiary of a foreign company which is engaged in the business of banking or insurance.*
- (4) *Where for any assessment year, the interest expenditure is not wholly deducted against income, so much of the interest expenditure as has not been deducted, shall be carried forward to the following assessment year or assessment years, and it shall be allowed as a deduction against the profits, if any, of any business carried on by it and assessable for that assessment year to the extent permitted in accordance with sub-section (2):*

Provided that no interest expenditure shall be carried forward under this sub-section for more than five (5) assessment years immediately succeeding the assessment year for which the excess interest expenditure was first computed.

- (5) *Any person who violates the provisions of this Section shall be liable to a penalty at 10% and interest at the central bank of Nigeria monetary policy rate plus a spread to be determined by the Minister on any adjustments made by the Service relating to excess interest charged in any year.*
- (6) *For the purposes of this section, the expressions –*
 - (i) *"connected persons" shall mean;*
 - a) *any person controlled by or under common control, ownership or management; or*
 - b) *any person who is not connected but receives an implicit or explicit guarantee or deposit for the provision of corresponding or matching debt; or*
 - c) *any related party as described under the Nigerian Transfer Pricing Regulations 2018.*
 - (ii) *"debt" means any loan, financial instrument, finance lease, financial derivative, or any arrangement that gives rise to interest, discounts or other finance charges that are deductible in the*

computation of income chargeable under the head "Profits and gains of business or profession";

Petroleum Profit Tax

Restrictions on effect of the Personal Income Tax Act and other Acts

26. Section 60 of the Petroleum Profits Tax Act is hereby repealed.

To ensure dividends paid out of petroleum profits are subject to withholding tax.

Personal Income Tax

Persons to whom tax is to be imposed

27. Sections 2 (2), 49(1), 86 (2)(a) & (8), 102(1), 104 (3) (c) (ii) and 108 (f)" of the Personal Income Tax Act, Cap. P8, Laws of the Federation of Nigeria 2004 as amended (in this Act referred to as "the PIT Act") are amended by substituting the words "*the Federal Board of Inland Revenue*" with "*the Federal Inland Revenue Service*" where they appear.

To harmonise the provisions of the PITA and the FIRS Establishment Act

Deductions allowed

28. Section 20(1) of the PIT Act is amended by inserting a full stop after the word "scheme" on the second line of paragraph g. and deleting the remainder of the paragraph and proviso.

Personal relief and relief for children, dependent

29. Section 33 of the PIT Act is amended by deleting section 33(4), (5)&(6)

Information to be delivered by bankers

30. Section 49 of the PIT Act is hereby amended by introducing a new subsection (1) and renumbering the existing subsection (1) to (4) as (2) to (5). The new subsection 1 shall read as follows:

(1) Every person engaged in banking shall require that a person intending to open a bank account for the purposes of its business operations must provide a tax identification number as a precondition for opening such bank account or continued operation of a bank account.

<i>Revision in the case of an objection</i>	31. Section 58 of the PIT Act is amended by inserting immediately after the words “in writing” in line 2 with the words “delivered in person, by courier service or via electronic mail”	<i>To improve and enhance tax administration efficiency</i>
<i>Penalty for failure to deduct tax</i>	32. Section 74 of the PIT Act is amended by replacing the words “section 69, 70, 71 or 72” with the words “sections 69, 70, 71, 72 or 73”.	<i>To improve tax administration and efficiency by enforcing penalties for failure</i>
<i>Third Schedule</i>	33. The Third Schedule to the PIT Act is amended by: <ul style="list-style-type: none"> (a) deleting the following provisions: <ul style="list-style-type: none"> (i) the phrase “under the authority of the Railway Loan (International Bank) Act from paragraph 6(1)(b); (ii) the phrase “on or after 1 January 1990” from paragraph 7; (iii) Paragraph 10, 15, 19, 20, and 24; (iv) The proviso to Paragraph 18; and (v) 	<i>To reform the tax laws by eliminating redundant provisions.</i>
<i>Interpretation (PIT)</i>	34. Section 108(1) of the PIT Act is hereby amended as follows: <ul style="list-style-type: none"> (a) deleting the definition of “Board” and defining the term “Service” as follows: <p style="margin-left: 40px;"><i>“Service” means the “Federal Inland Revenue Service as defined in the Federal Inland Revenue Service (Establishment) Act, 2007”</i></p> (b) Replacing all references to “the Board” in the PIT Act with “the Service”. 	<i>To provide definitions for key terms in the PIT Act.</i>

Part II

Indirect Tax

Value Added Tax

<i>Taxable goods and services</i>	35. Section 2 of the Value Added Tax Act, Cap V1, Laws of the Federation of Nigeria, 2004 (in this Bill referred to as “the VAT Act”) is hereby re-enacted as follows: <p style="margin-left: 20px;"><i>The tax shall be charged and payable on the supply of all goods and services in Nigeria other than those listed in the First Schedule to this Act.</i></p> <p style="margin-left: 20px;"><i>For the purpose of this Act, goods and services shall be deemed to be</i></p>	<i>To clarify and expand the scope of VAT. This will potentially raise revenues as more VAT streams open-up.</i>
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supplied in Nigeria if:

(a) In respect of goods:

- the goods are physically present in Nigeria at the time of supply, imported into Nigeria for use by a person, assembled in Nigeria, or installed in Nigeria; or
- the beneficial owner of the rights in or over the goods is a taxable person in Nigeria and the goods or right thereof is situated, registered or exercisable in Nigeria

(b) In respect of services:

- the services are rendered in Nigeria by a person physically present in Nigeria at the time of service provision; or
- the services are provided to a person in Nigeria, regardless of whether the services are rendered within or outside Nigeria.

Rate of tax

36. Section 4 is hereby amended by substituting "5 per cent" with "7.5 per cent".

To increase VAT rate to help government generate additional revenues to fund the budget

Registration and deregistration requirements

37. Section 8 of the VAT Act is hereby amended as follows:

- (1) A taxable person shall upon commencement of business register with the Service for the purpose of the tax.
- (2) A taxable person who fails or refuses to register with the Service within the time specified in subsection (1) of this section shall be liable to pay as penalty an amount of –
 - (a) ~~₦~~50,000 for the first month in which the failure occurs; and
 - (c) ~~₦~~25,000 for each subsequent month in which the failure continues.

To enforce tax compliance by increasing penalty for non-compliance

(3) Where a taxable person permanently ceases to carry on a trade or business in Nigeria, the taxable person shall notify the Service of its intention to deregister for tax purposes within 90 days of such cessation of the trade or business."

Registration by non-resident companies

38. Section 10 of the VAT Act is renamed “**Non-resident companies to include the tax on its invoices**” and re-enacted as follows:

- a) A non-resident company shall include the tax on its invoice for the supply of taxable services; and
- b) the person to whom the services are supplied in Nigeria shall withhold and remit the tax directly to the Service in the currency of payment.
- c) Where a person to whom taxable supplies is made in Nigeria is issued an invoice on which no tax is charged, such a person shall self-account for the tax payable and remit the output tax to the Service within the timeline prescribed under Section 15 of this Act.

To raise revenues by ensuring all services provided by NRCs are reviewed for VAT.

Taxable person to render returns

39. Section 15 (1) is repealed and replaced with the following provisions:

- (1) “A taxable person who in the course of a business has made taxable supplies or expects to make taxable supplies, the value of which, either singularly or cumulatively in any calendar year, is twenty-five million Naira (N25,000,000) or more;

shall render to the Service, on or before the 21st day of every month in which this threshold is achieved and on or before the same day in successive months thereafter, a return of the input tax paid and output tax collected by him in the preceding month in such a manner as the Service may from time to time prescribe.

- (2) In determining whether a person meets the threshold in (1)(b) above, the value of the following taxable supplies shall be excluded –

- (a) a taxable supply of a capital asset of the person; and
- (b) a taxable supply made solely as a consequence of the person selling the whole or a part of its business or permanently ceasing to carry on business.

To align local laws with global best practice by introducing a threshold that protects the most vulnerable from exposure to VAT.

This is also to serve as a palliative measure to cushion the impact of an increase in VAT rates on the population.

Provided that any person that does not fall within the threshold in Section 15(1) above shall be exempt from the provisions of Section 8(2), 13A, 29, 34 and 35 of this Act.”

Remission
of tax

40. Section 16 of the VAT Act is hereby amended as follows:

(1) A taxable person shall, on rendering a return under subsection (1) of section 15 of this Act –

- a) If the output tax collected exceeds the input tax paid, remit the excess to the Board;*
- b) if the input tax paid exceeds the output tax collected, be entitled to utilize the excess tax as a credit against subsequent months.*

Provided that the taxable person would be entitled to a refund from the Service, of excess tax not utilised as a credit, upon provision of such documents as the Service may, from time to time, require

Effect of
non-
remittance

41. Section 19 of the VAT Act is hereby amended as follows:

“(1) If a taxable person does not remit the tax within the time specified in section 15 of this Act, a sum equal to 10 per cent of the tax not remitted per annum and interest at the prevailing Central Bank of Nigeria minimum re-discount rate plus a spread to be determined by the minister, shall be added to the tax not remitted and the provisions of this Act relating to collection and recovery of unremitted tax, penalty and interest shall apply.

(2) The Service should notify the taxable person or his agent of the tax due together with the penalty and interest and if payment is not made within thirty days of such notification, the Board may proceed to enforce payment as provided in section 15 of this Act.”

To harmonise penalties for VAT non-compliance with the penalty for non-compliance with CIT and the penalty prescribed under the FIRS Establishment Act.

Value
Added Tax
Technical
Committee

42. Part IV (Sections 21 to 24) of the VAT Act is hereby deleted.

To delete redundant provisions. Jurisdiction over VAT rests in the Tax appeal tribunal.

Failure to notify of change of address

- 43.** Section 28 of the VAT Act is renamed “*Failure to notify of change of address or permanent cessation of trade or business*” and hereby re-enacted as follows:

A taxable person who fails to notify the Service of any change of address within 30 days of such change, or who fails to comply with the requirement for notification of permanent cessation of trade of business under Section 8 of this Act, is liable to pay –

- (a) ~~₦~~50,000 for the first month in which the failure occurs; and*
- (b) ~~₦~~25,000 for each subsequent month in which the failure continues*

To enforce VAT compliance by raising penalties etc.

Failure to register

- 44.** Section 32 of the VAT Act is hereby repealed.

Failure to submit returns

- 45.** Section 35 of the VAT Act is hereby amended as follows:

“(35) A taxable person who fails to submit returns to the Service, is liable to a fine of ₦50,000 in the month of default and ₦25,000 for every month in which the default continues.”

To enforce VAT compliance by increasing the penalty for default

Business sold or transferred

- 46.** The VAT Act is amended by inserting the following new Section 42 immediately after the existing Section 41 of the Act.

“(42) Where a trade or business carried on by a company is sold or transferred to a Nigerian company for the purposes of better organisation of that trade or business or the transfer of its management to Nigeria, and any asset employed in such trade or business is sold or transferred, no tax shall apply under this Act to the sale or transfer of the aforementioned assets to the extent that one company has control over the other or both are controlled by some other person or are members of a recognised group of companies and have been so for a consecutive period of at least 365 days prior to the date of reorganization

To close the tax loophole on related party business reorganizations. Similar provisions discussed under the CIT Act

Provided also that if the acquiring company were to make a subsequent disposal of the assets thereby acquired within the succeeding 365 days after the date of transaction, any concessions enjoyed under this subsection shall be rescinded and the companies shall be treated as if they did not qualify for the concessions stipulated in this subsection as at the date of initial reorganization.”

47. Section 46 of the VAT Act is hereby amended as follows:

Provides definitions for terms in the VAT Act that were hitherto not provided for or if hitherto provided for, were ambiguous in nature.

- (a) deleting the definition of "Board" and defining the term "Service" as follows:

"Service" means the "Federal Inland Revenue Service as defined in the Federal Inland Revenue Service (Establishment) Act, 2007"

- (b) Replacing all references to "the Board" in the VAT Act with "the Service".

- (c) including the definition of "Goods" and "Services" as follows:

"Goods" means:

- (a) *"all forms of tangible properties that are movable at the point of supply, but does not include money or securities; and*
- (b) *Any intangible product, asset or property over which a person has ownership or rights, or from which he derives benefits, and which can be transferred from one person to another excluding interest in land".*

"Services" means "anything other than goods, money or securities which is supplied excluding services provided under a contract of employment"

- (d) Deleting the definition of "imported services"
- (e) substituting the current provision on "exported service" with the following provision:

"Exported service" means "a service rendered within or outside Nigeria by a person resident in Nigeria to a person resident outside Nigeria.

Provided, however, that a service provided to the fixed base or permanent establishment of a non-resident person shall not qualify as exported services".

- (f) including the definition of "commencement of business" as follows:

"Business shall be deemed to commence in Nigeria on the date that an entity carries out its first transaction which shall be the earliest of the date it begins to market or first advertises its products or services for sale, or the date it obtains an operating license from a regulatory authority in Nigeria, or the date of its first sale or purchase, or the date it executes its

first trading contract after incorporation, or the date it issues or receives its first invoice, or the date it delivers or receives its first consignment of goods, or the date it first renders services to its customers.”

(g) Including a definition for “**basic food items**” as follows:

*“**Basic Food Items**” means agro and aqua based staple food described as:*

***Additives** i.e. honey whether raw or semi- processed.*

***Bread** (white and Brown).*

***Cereals** e.g. maize, rice, wheat, millet, barley, sorghum, oats, fonio, finer millet and others of the same kind, however supplied in such form as grain, flour, crop, bulk or retail. Raw or semi-processed.*

***Cooking oils** e.g. vegetable oil, soya oil, palm oil, groundnut oil, shea butter, beniseed oil, olive oil, coconut oil and others of the same kind. Provided that they are of a type and grade suitable for culinary purposes and do not contain any substance such as perfume that will make them unsuitable for culinary use.*

***Culinary herbs** e.g. curry, thyme, onions, ginger, mint and others of the same kind, if raw and unprocessed for human consumption.*

***Fish** of all kinds other than ornamental whether live, fresh, frozen, smoked or dried.*

***Flour and Starch** e.g. corn flour, plantain flour, cassava flour, beans flour, wheat flour, rice flour, yam flour, garri and others of the same kind. Either bleached or unbleached, refined or unrefined provided that it is suitable for culinary purposes.*

***Fruits** e.g. pineapples, oranges, mangoes, guavas, grapes fruit, banana, pawpaw and others of the same kind, whether it is fresh or dried.*

***Live or raw Meat and Poultry** e.g. beef, goat, lamb, pork, chicken, and others of the same kind, whether live, butchered, complete, in parts, fresh, frozen, eggs and others of the same kind.*

***Milk**, whether fresh, liquid and powdered milk.*

***Nuts** e.g. groundnut, walnut, cashew nut, hazelnut, kolanut, tigernuts, coconut and others of the same kind, if raw and unprocessed for human consumption. Also roasted, fried, boiled, salted or in their shells.*

Pulses e.g. beans, lentils, peas, chickpeas, tamarind and others of the same kind, if raw and unprocessed for human consumption. Also roasted, fried, boiled, salted or in their shells

Roots e.g. yam, cocoyam, sweet & Irish potatoes, water-yam, cassava and others of the same kind. In raw and unprocessed form. Also, in form of flakes or flour for human consumption

Salt for culinary use only including fine salt and in retail packs but excluding industrial salt

Vegetables e.g. pepper, melons, lettuce, okro, cabbage, carrots and others of the same kind, whether fresh, dried or ground.

Water i.e. natural water and table water i.e. spring water, rain water, pipe borne water, well water and all-natural water of the same kind. All table water other than sparkling or flavoured water.

- (h) Including a definition for “**Recognised group of companies**” as follows:

Recognised group of companies means “a group of companies as prescribed under the relevant accounting standard”

- (i) Including a definition for “**taxable supplies**” as follows:

“means any transaction for sale of goods or the performances of a service, for a consideration in money or money's worth;”

*First
Schedule
(VAT)*

48. The First Schedule of the VAT Act is hereby amended by:

- (a) Inserting the following items under Part I of the First Schedule to the VAT Act:

“Locally manufactured sanitary towels, pads or tampons.”

- (b) Repealing ‘*Services rendered by Community Banks, People’s Banks and Mortgage Institutions*’ and replacing it with ‘*Services rendered by Microfinance Banks, People’s Banks and Mortgage Institutions*’

- (c) Inserting immediately after item 4 under Part II of First Schedule to the VAT Act, a new item (5) as follows:

(5) Tuition relating to nursery, primary, secondary and tertiary education

*Palliative measure
for increased VAT
rate.*

Customs and Excise Duties

*Goods
Liable to
Excise
Duty*

49. Part III, Section 21 of the Customs and Excise Tariff Etc. (Consolidation) Act, Cap C49, Laws of the Federation of Nigeria 2004 (in this Bill referred to as “the CET Act”) is amended by substituting the words “Goods manufactured in Nigeria and specified in the Fifth Schedule to this Act shall be charged with duties of excise at the rates specified under the Duty Column in the said Schedule” with “Goods imported and those manufactured in Nigeria and specified in the Fifth Schedule to this Act shall be charged with duties of excise at the rates specified under the Duty Column in the said Schedule”

*To incentivise local
production.*

Part III

Capital Gains Tax

*Exemption
of tax on
gains
arising
from take-
overs*

50. Section 32 of the CGT Act is hereby renamed “Business Reorganisation” and re-enacted as follows:

“Where a trade or business carried on by a company is sold or transferred to a Nigerian company for the purposes of better organisation of that trade or business or the transfer of its management to Nigeria, and any asset employed in such trade or business is sold or transferred, no tax shall apply under this Act to the sale or transfer of the aforementioned assets to the extent that one company has control over the other or both are controlled by some other person or are members of a recognised group of companies and have been so for a consecutive period of at least 365 days prior to the date of reorganization.

Provided also that if the acquiring company were to make a subsequent disposal of the assets thereby acquired within the succeeding 365 days after the date of transaction, any concessions enjoyed under this subsection shall be rescinded and the companies shall be treated as if they did not qualify for the concessions stipulated in this subsection as at the date of initial reorganization.”

*To close out loopholes
that allows abuse of
related party
reorganization.*

*Personal
Injury*

51. Section 36(2) of the CGT Act is hereby amended as follows:

“(2) Sums obtained by way of compensation for loss shall not, however be chargeable gains, except where the amount of such compensation or damages exceeds #10,000,000.

*Interpretati
on (CGT)*

52. Section 46(1) of the CGT Act is hereby amended as follows:

- (a) deleting the definition of “Board” and defining the term “Service” as follows:

“Service” means the “Federal Inland Revenue Service as defined in the Federal Inland Revenue Service (Establishment) Act, 2007”

- (b) Replacing all references to “the Board” in the CGT Act with “the Service”.

- (c) Introducing a definition for “Recognised group of companies” as follows:

“Recognised group of companies” means a group of companies as prescribed under the relevant accounting standard”

Part IV

Stamp Duty

Interpretation (Stamp Duty)

53. Section 2 of the Stamp Duties Act is hereby amended by replacing the interpretation of the words, “stamp”, “stamped” and “Instrument” as follows:

“stamp” means an impressed pattern or mark by means of an engraved or inked block die as an adhesive stamp or an electronic stamp or an electronic acknowledgement for denoting any duty or fee.

“stamped” with reference to instruments and material, applies to instruments and material impressed with stamps by means of an engraved or inked block die, adhesive stamps affixed thereto as well as to instruments and material digitally tagged with electronic stamp or notional stamp on an electronic receipt.

“Instrument” includes every written document including electronic documents.

To amend the existing provisions of the stamp duty Act as it applies to electronic. This is expected to help raise revenue generation and formalise the practices of the Banks.

Provisions as to duty upon receipt

54. Section 89 of the Stamp Duties Act is repealed and substituted with a new Section 89 as follows–

- (1) *For the purpose of this Act, the expression “receipt” includes any note, memorandum, writing or electronic inscription whereby any money, or any bill of exchange or promissory note for monies is acknowledged or expressed to have been received or deposited or paid, or whereby any*

debt or demand, or any part of a debt or demand is acknowledged to have been settled, satisfied, or discharged, or which signifies or imports any such acknowledgement, and whether the same is or is not signed with the name of any person.

- (2) *The duty upon a receipt may be denoted by an adhesive stamp which is to be cancelled by the person by whom the receipt is given before he delivers it out of his hands or by a digital tag with electronic stamp or any acknowledgement of duty charged on an electronic transaction.*
- (3) *Notwithstanding the provisions of the Stamp Duties Act, electronic receipt or electronic transfer for money deposited in any bank or with any banker, on any type of account, to be accounted for and expressed to be received of the person to whom the same is to be accounted for of amounts from Ten Thousand Naira (₦10,000.00) upwards shall attract a singular and one-off duty of the sum of Fifty Naira (₦50.00); provided that monies paid into one's own account or transferred electronically between accounts of the same owner by the owner within the same bank shall not be chargeable to duty.*
- (4) *Any duty paid pursuant to subsections (1) to (3) shall be applied as a credit against any duty applicable on an instrument denoted with and adhesive stamp*

Certain forms of receipts not dutiable

55. Section 90 of the Stamp Duties Act is hereby repealed.

Schedule (Stamp Duties)

56. The Schedule to the Stamp Duties is hereby amended by:

- (a) Including under the category of exempt receipts, a new item as follows:

“receipts given by any person in a Regulated Securities Lending Transaction carried out pursuant to regulation issued by the Securities and Exchange Commission”

- (b) Including under the category of general exemption from stamp duty new items (14), (15), (16)

“Shares, stocks or securities transferred by a Lender to a its approved agent or a Borrower in furtherance of a Regulated Securities Lending Transaction”;

To exempt share transfers and payments made pursuant to a Regulated Securities Lending transaction.

“Shares, stocks or securities returned to a Lender or its approved agent by a Borrower in pursuant to a Regulated Securities Lending Transaction”

“all document relating to a Regulated Securities Lending Transaction carried out pursuant to regulations issued by the Securities and Exchange Commission”

