

उ.प्र. भू-सम्पदा विनियामक प्राधिकरण,

राज्य नियोजन संस्थान, (नवीन भवन)

कालाकांकर हाउस, पुराना हैदराबाद, लखनऊ-226007

संख्या: 16032/यू.पी.रेरा/तक.शाखा/2024-25

दिनांक: 26 नवम्बर, 2024

कार्यालय आदेश

Directions Under Section-15 read with Section-37 for Transferring / Assigning Majority Rights and Liabilities of a RERA Registered Project to a Third-Party.

It has been provided under section 15 of the Real Estate (Regulation and Development) Act, 2016:

The promoter shall not transfer or assign his majority rights and liabilities in respect of a real estate project to a third party without obtaining prior written consent from two-third allottees, except the promoter, and without the prior written approval of the Authority.

Provided that such transfer or assignment shall not affect the allotment or sale of the apartments, plots or buildings as the case may be, in the real estate project made by the erstwhile promoter.

Provided further that on the transfer or assignment being permitted by the allottees and the Authority, the intending promoter shall be required to independently comply with all the pending obligations under the provisions of this Act or the rules and regulations made thereunder, and the pending obligations as per the agreement for sale entered into by the erstwhile promoter with the allottees.

Provided also that any transfer or assignment permitted under provisions of this section shall not result in extension of time to the intending promoter to complete the real estate project and he shall be required to comply with all the pending obligations of the erstwhile promoter, and in case of default, such intending promoter shall be liable to the consequences of breach or delay, as the case may be, as provided under this Act or the rules and regulations made thereunder.

Whereas a Standard Operating Procedure (SOP), for the purpose of transfer or assigning Promoter's rights, was notified vide U.P. RERA Circular No. 894/U.P.RERA/Website/2018-19, dated 15/05/2018.

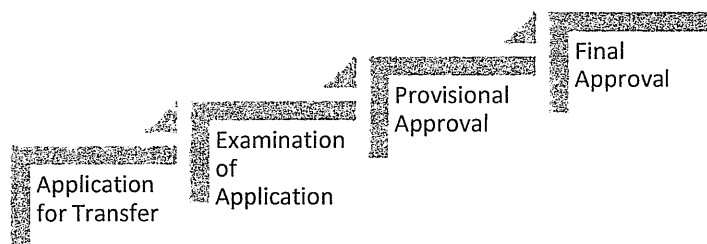
2. The Authority took cognizance of the fact that the existing SOP is inadequate to address the various complexities that encompass such transfers. The Authority,

after having given intensive thought to the subject and with a view to discharge its functions under Section 34 (f) and (g) of the Act, read with other relevant provisions of the Act, and the Rules and the Regulations made there under empowering it to ensure compliance of the obligations cast upon the promoters under this Act, and the Rules and the Regulations made there under, using the powers conferred on it under section 37 of the Act, issues the following revised directions for transferring / assigning majority rights and liabilities of a Real Estate Project to a Third-Party, with immediate effect.

3. The provision of Section 15 of the RERA Act shall be applicable whether the transfer of majority rights and liabilities of a real estate project is through a sale or amalgamation (*where the amalgamating company has one or more of the projects registered under RERA, and which is voluntarily initiated by the Promoter, after 1st May 2017, such amalgamation shall be regarded as transfer initiated by the Promoter*) or merger of the incumbent promoter of the project with a third-party.

3.1 The transfer or assigning of majority rights and liabilities in respect of a real estate project to a third party under provisions of Section 15 of the RERA Act shall be permissible only if the registration granted to such project under section 5 of the Act, including extension granted under section 6, if any, is valid.

4. Following steps will be taken for transfer or assigning of majority rights and liabilities in respect of a real estate project:-



4.1 *Application for Transfer by Incumbent Promoter of the Project*

The incumbent promoter shall apply for such transfer online, in the prescribed form as provided in **Annexure I** to these directions with all relevant documents, paying as fee an amount equivalent of two times of the registration fee of the project using payment gateway on the website of the Authority. The

incumbent promoter shall also send a copy of its application to the Authority along with all the specified documents, on the following address: -

The Secretary,

Uttar Pradesh Real Regulatory Authority,

Naveen Bhavan, Rajya Niyojan Sansthan,

KalaKankar House, Old Hyderabad, Lucknow – 226007

4.1.1 Documents to Be Submitted with Application by Incumben Promoter

- a. **Board Resolution:** Resolution passed by the board of the incumbent promoter for the transfer/sale of project to the intending promoter. In case there are more one incumbent promoter, resolution from each of the incumbent promoters will be required.
- b. **Ownership & Development Rights:** Documents confirming the right of ownership and rights of development of the real estate project.
- c. **Existing status of project including sold and unsold units:** The promoter has to submit the physical status of the project and the list of sold and unsold inventories or the units.
- d. **Allottee Details:** List of all allottees in the project including Name, Unit No., Phone Number and Email Addresses. The promoter have to provide a separate list of allottees who have given their consent.
- e. **Consent Letters:** Consent of not less than two third of the unique allottees in the project (in the prescribed format as provided in **Annexure-II**) along with their ID proofs (AADHAR / PAN / Passport copy etc.) and a copy of the allotment letter.

Explanation: For the purpose of this sub-section, the allottee, irrespective of the number of apartments or plots, as the case may be, booked by him or booked in the name of his family, or in the case of other persons such as companies or firms or any association of individuals, by whatever name

called, booked in its name or booked in the name of its associated entities or related enterprises, shall be considered as one allottee only.

- f. **Declaration:** Notarized affidavit in the prescribed format by incumbent promoter as provided in **Annexure-III**.
- g. **Architect, Engineer and Chartered Accountant Certificates:** Latest certificates (not more than 1 month old) must be in the prescribed format REG-1, REG-2 and REG-3 respectively.
- h. **Agreement for Transfer and Draft Conveyance Deed:** An agreement for transfer between the incumbent promoter(s) and intending promoter, and draft conveyance deed of the said real estate project must be submitted.

Explanation: For the purpose of the abovesaid requirement, the Agreement for Transfer and Draft Conveyance Deed should include the following details:

-

- i) Ownership of the project land
- ii) Development rights of the project
- iii) Existing financial liabilities attached to the project such as mortgages, etc
- iv) Existing legal liabilities on the project arising out of litigations, etc.
- i. **Encumbrance Certificate:** Encumbrance certificate with details of all mortgages on the assets of the said real estate project.
- j. **Project Bank Account Details:** Latest bank statements of the Collection, Separate and Transaction accounts.
- k. **Compliance Details of orders of the Authority:** In case there are any orders of the Authority on the complaints filed by the allottees of the project or any other orders prior to this application, the compliance status of such orders to be submitted.

4.1.2 Documents to be Submitted by Intending Promoter

- a. **Board Resolution:** Resolution passed by the board of the intending promoter authorizing the purchase of the project from the incumbent promoter.
- b. **Incorporation Details:** The certificate of incorporation / partnership deed, list of directors / partners along with their photographs and contact details.
- c. **Experience Certificate:** Certificate, on the letter head of the intending promoter, with details of experience in real estate sector and details of previous and existing projects in Uttar Pradesh.
- d. **Financial Capability:** Balance Sheet, Income Statement, Directors' Report, Cash Flow Statement, Auditor's Report and ITRs for previous three (3) financial years.
- e. **Means of Finance:** Sources & details on the funding plan for completion of the project.
- f. **Plan for Completion:** Indicative construction plan (schedule) for completion of the project within the period of validity of registration.
- g. **Declaration:** Notarized affidavit in the prescribed format by intending promoter as provided in **Annexure IV**.
- h. **Status of Registered Projects:** The physical and financial status of all under-construction projects registered with U.P. RERA.
- i. **Compliance Details on Orders:** In case there are any orders passed against the promoter by U.P. RERA prior to this application, the compliance status of all such orders.

Note: The incumbent promoter should stop new bookings and collecting of money from existing allottees of the project. Additionally, the incumbent promoter should also stop withdrawals from the separate account of the project before submitting its application under Section 15 of the RERA Act.

4.2 *Evaluation of Application*

On receipt of application, the Secretary, before placing the application for the decision of the Authority, will cause the evaluation of the application through the Technical, Legal and Finance Division to ascertain the following: -

The Technical Division shall evaluate the application and documents submitted by the incumbent and intending promoters on the following parameters and forward the application along with its report to the Legal Division:

- a. Accuracy of the details of the application form.
 - b. Verify all the consent letters along with the identification documents and allotment letters, which may also include contacting of consenting allottees over phone as deemed necessary.
 - c. Conformity of the notarized affidavits to the prescribed format.
 - d. Scrutinize the Architect, Engineer and CA Certificates to ascertain the physical and financial status of the project.
 - e. Corroborate the details of the intending promoter with relevant database such as website of the Registrar of Companies, including but not limited to its experience, financial strength, means of financing, physical and finance status of registered projects, if any. The relationship between the incumbent and intending promoter, if any.
 - f. Verification of the compliance status of the orders of the Authority on the complaints of the allottees as well as other orders.
- (ii) The Legal Division shall scrutinize the application received from the technical Division along with its inputs. The Legal Division shall specifically examine the following documents: -
- a. Board resolution of the incumbent and intending promoters
 - b. Terms and conditions of the agreement of transfer and draft conveyance deed

- (iii) The Financial Division shall scrutinize the bank statement, CA certificate, encumbrance certificate etc.
- (iv) After evaluation if the application is found incomplete or defective, a notice with details of shortcomings will be sent to the incumbent promoter directing it to address the shortcomings and submit its response within 15 days along with the requisite fees for publishing public notices. In case the incumbent promoter does not file its response within 15 days of the notice, the application will be deemed as non-responsive and may be rejected after giving opportunity of hearing before the Authority.
- (v) After the fee for public notice is deposited by the incumbent promoter, a public notice as prescribed in **Annexure V** will be published in two leading English and two leading Hindi newspapers widely circulated in the region where the project is located, directing the affected parties, if any, to submit their representations to U.P. RERA within 15 days of the date of the public notice.

Note: The cost of publication of the public notice shall be borne by the incumbent promoter and is to be paid to U.P. RERA before consideration of the application by the Authority for in-principle approval.

- (vi) The Legal, Technical and Finance Division will scrutinize the response to the objections received from the incumbent promoter, the representations received from affected parties, if any. The application shall then be placed before the Authority for hearing of the both the incumbent and the intending promoters. The affected parties who file representations against the application, shall also be granted opportunity of hearing before the Authority.

4.3 *In-Principle Approval*

The Authority may grant in-principle approval, with such conditions as it may deem proper or reject such application for transfer, after duly considering the grounds for transfer of majority rights and liabilities in the project, the

credentials of the intending promoter, objections raised by the affected parties, the commitment for compliance of the orders of the Authority.

Note: In case of rejection of application, the incumbent promoter may resubmit the application for such transfer after duly addressing the grounds of rejection given by the Authority.

Once the Authority grants an in-principle approval for the transfer, the incumbent and the intending promoters shall complete the transfer process as provided below, preferably within 30 business days.

- (i) The incumbent and intending promoters must execute and register the Conveyance Deed of the project or assignment of Joint Development Agreement (JDA) or the assignment of development rights of project, wherever applicable. Purpose of these documents is to ensure the compliance of the provisions of RERA Act and Rules, especially section 11(4)(f) and section 17 of the Act. Such documents should be submitted before the matter is placed before the Authority.
- (ii) Application for change of name in sanctioned maps and building plan to the competent authority, wherever applicable.
- (iii) Compliance of any other terms and conditions imposed by the Authority in its provisional approval.

On successful completion of the transfer process, the incumbent promoter along with the intending promoter shall submit the following documents to the Authority, in the forms made available on the Web Portal of the Authority, for final approval of the proposal.

- (i) Intending promoter if not already registered, shall register itself as a promoter on the U.P. RERA Web Portal.
- (ii) Notarized Affidavit by new promoter in Form-B as provided in U.P. RERA Rules.
- (iii) Registered Transfer / Conveyance Deed.



- (iv) Application for change of name in the sanctioned plan / building layout in the name of intending promoter, wherever applicable.
- (v) Declaration from intending promoter that no changes shall be made to the project specifications and amenities except in strict adherence to the provisions of section 14 of the RERA Act.
- (vi) Performa for Allotment Letter to be used by the intending promoter.
- (vii) Performa for Agreement for Sale to be used by the intending promoter.
- (viii) Proof of compliance of the conditions imposed by the Authority in its in-principle approval, wherever applicable.

4.4 *Final Approval*

On receipt of documents required for final approval, the Secretary will get the same examined through the Technical, Legal and Finance Division who would process the case and may seek further clarifications from the incumbent and intending promoter as deemed necessary, before presenting the matter before the Authority for its final approval.

The Authority, if satisfied, with the compliance of the terms and conditions of the in-principle approval by the incumbent promoter and intending promoter, may grant the final approval for the transfer of majority rights and liabilities to the intending promoter and for shifting the project to the login of the intending promoter along with the transfer of all pending complaints before the benches of the Authority and liabilities, if any, to the intending promoter.

5. *Process after final approval*

Order under section 15 will be communicated to incumbent and intending promoters.

The intending promoter shall submit an application for permission to update project registration details, as required, along with payment of stipulated editing fee equivalent of twenty (20) percent of the registration fee of the project using the online payment gateway system. The intending/new promoter shall


carry out necessary edits and upload requisite supporting documents, including proof of ownership of land, sanctioned building plan, etc in its name, within 30 business days. Technical division shall review the project details uploaded by new promoter and report after all the requisite documents are uploaded.

Non-compliance of these directions by the incumbent and intending promoters in any manner will be punishable under section 61 and 63 of the Act with penalty which may be up to five (5) percent of the cost of the project. The Authority may also initiate proceedings under Section 7 of the Act for revocation of registration.

The Standard Operating Procedure (SOP) prescribed for the purpose of transfer or assigning Promoters rights vide U.P. RERA Circular No. 894/U.P.RERA/Website/2018-19 dated 15th May, 2018 stands superseded hereby.

These directions issued under the orders of the 159th Authority meeting dated 18-11-2024 and Shall come into force with immediate effect.

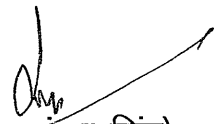
Enclosures- (I to V)


(Promod Kumar Uppadhyay)
Secretary

संख्या एवं दिनांक तदैव।

प्रतिलिपि:- निम्नलिखित को सूचनार्थ एवं आवश्यक कार्यवाही हेतु प्रेषित।

1. मा. अध्यक्ष, उ.प्र. भू-सम्पदा विनियामक प्राधिकरण को अवलोकनार्थ कृपया।
2. मा. सदस्यगण, उ.प्र. भू-सम्पदा विनियामक प्राधिकरण को अवलोकनार्थ कृपया।
3. प्रमुख सलाहकार, उ.प्र. भू-सम्पदा विनियामक प्राधिकरण।
4. विधि सलाहकार, उ.प्र. भू-सम्पदा विनियामक प्राधिकरण।
5. वित्त नियंत्रक, उ.प्र. भू-सम्पदा विनियामक प्राधिकरण।
6. वित्त परामर्शदाता, उ.प्र. भू-सम्पदा विनियामक प्राधिकरण।
7. तकनीकी सलाहकार, उ.प्र. भू-सम्पदा विनियामक प्राधिकरण।
8. संयुक्त सचिव/उपसचिव, उ.प्र. भू-सम्पदा विनियामक प्राधिकरण।
9. सहायक निदेशक सिस्टम्स/सिस्टम एनालिस्ट को पोर्टल पर अपलोड करने हेतु।


(उमा शंकर सिंह)
संयुक्त सचिव

**Annexure – I: Application for transfer of rights and liabilities of the project
under Section 15 of RERA Act**

(On the company letter head of incumbent promoter)

To

The Secretary

Uttar Pradesh Real Estate Regulatory Authority
Naveen Bhavan, Rajya Niyojan Sansthan,
Kala Kankar House, Old Hyderabad,
Lucknow – 226007

Sub: Application for transfer of majority rights and liabilities of the real estate project
<Project Name> (<RERA Registration No>) under the provisions of Section 15 of the
RERA Act.

Sir,

I/ We herewith apply for approval to transfer or assign my / our majority rights and
liabilities in respect of the above-mentioned real estate project to a third party with the
following details:

I.	Project Details	
	1. U.P. RERA Registration ID	
	2. Name of Project as registered with U.P. RERA	
II.	Incumbent Promoter Details	
	1. Promoter Registration ID	
	2. Promoter Name as registered with U.P. RERA	
	3. Promoter Address (Communication Address)	
	4. Promoter Email Address	
	5. Authorized Representative	
	6. Contact Number of Authorized Representative	
III.	Intending Promoter Details	
	1. Promoter Registration ID (If applicable)	
	2. Promoter Name	
	3. Promoter Type (Ltd. / Pvt. Ltd. / Partnership / LLP / Proprietorship/Society/Individual/AoP)	
	4. Promoter Address (Communication Address)	

	5. Promoter Email Address	
	6. Authorized Representative	
	7. Contact Number of Authorized Representative	
IV.	Reasons for Transfer	
V.	List of Enclosures	

I / We have enclosed all the required documents as per the relevant directions of U.P. RERA regarding such transfers under the provisions of Section 15 of the RERA Act.

I / We hereby declare that the details furnished herein above are true and correct to the best of my/our knowledge and belief and that I/We undertake to inform you of any changes therein immediately.

Yours faithfully,

Name, Designation and Signature
of the Authorized Representative
with Stamp

Date:

Place:

Annexure-II: Format for Consent Letter of the Allottees of the Project

(Consent Letter to be submitted by each individual unit that has been booked / allotted / sold)

To

The Secretary

Uttar Pradesh Real Estate Regulatory Authority
Naveen Bhavan, Rajya Niyojan Sansthan,
Kala Kankar House, Old Hyderabad,
Lucknow – 226007

Sub: Consent for transfer of majority rights and liabilities of the real estate project <Project Name> (<RERA Registration No>) to <Intending Promoter Name> under the provisions of Section 15 of the RERA Act.

Sir,

1. I / We are the allottee(s) of the unit no. (Give full details Unit No.) in the real estate project <Project Name> registered with U.P. RERA at Reg. No. _____.
2. I / We have been duly informed by the <Incumbent Promoter> about the credentials of the intending promoter <Intending Promoter> and his proposed plan for the completion the real estate project.
3. **(In case of a complaint / case filed by Allottee)**

I / We hereby inform that I/We have filed a complaint / case with U.P. RERA / NCLT / Consumer Forum. The details of the complaint / case and order as below:

1. Complaint / Case No.
2. Order date
3. Order type (Possession/Compensation/Other)
4. Complied/Partly complied/Uncompiled

OR

(In case no complaint by Allottee)

I / We hereby declare that I / We have not filed a complaint / case against <Incumbent Promoter> in U.P. RERA / NCLT / Consumer Forum or any other forum.

I / We accept the undertakings of the intending promoter for discharging the liabilities of the incumbent promoter.

4. I / We understand that the terms and conditions of the Agreement for Sale entered into with <Incumbent Promoter> shall remain in force after the transfer of the real estate project to <Intending Promoter Name> and that the intending promoter undertakes to fulfill all the existing obligations and liabilities of the <Incumbent_Promoter> including the completion of the project in a time-bound manner.
5. I/We hereby provide my/our consent for the transfer of majority rights and liabilities of the real estate project <Project Name> to <Intending_Promoter_Name> under the provisions of Section 15 of the RERA Act.

You faithfully,

<u>Allottee</u>	<u>Co-Allottee</u>
Signature _____	Signature _____
Name: _____	Name: _____
Contact Number: _____	Contact Number: _____
Email Address: _____	Email Address: _____



Annexure – III: Format of Affidavit for the Incumbent Promoter (Notarized)

(On a 100 rupees non-judicial stamp paper)

To
The Secretary
Uttar Pradesh Real Estate Regulatory Authority
Naveen Bhavan, Rajya Niyojan Sansthan,
Kala Kankar House, Old Hyderabad,
Lucknow – 226007

Sub: Affidavit for transfer of majority rights and liabilities of the project <Project Name> (<RERA Registration No>) under Section 15 of the RERA Act to the intending promoter <Intending_Promoter_Name>

Sir,

1. I/ We do herewith submit this application for approval of the Regulatory Authority to our proposal for transferring or assigning my / our majority rights and liabilities in respect of the said real estate project<Insert Project Name> to <Intending Promoter Name>. I / We declare that all the details furnished with this application are true and correct to the best of my/our knowledge and belief.
2. I/We hereby declare that more than two-thirds of the allottees of project have given their consent for transferring my/our majority rights and liabilities in this real estate project to the intending promoter, free from any influence or pressure.
3. I / We declare that there is no case pending before U.P. RERA

or

There are following cases are pending before U.P. RERA/ U.P. REAT (give details of cases).

4. I / We declare that the intending promoter has undertaken to discharge all my obligations and liabilities with respect to this project and allottees of the project including the compliance of all the orders of U.P. RERA.
5. There is no case pending before NCLT, any court of law or financial institutions regarding this project. I am legally authorized to transfer my rights and liabilities. There is no bar on transfer of my/our rights and liabilities to a third party with respect to this project.



6. I / We understand that if any of the details submitted at the time of application are found to be incorrect in future, the approval of the Authority under the provisions of Section 15 of the RERA Act maybe revoked and I / We shall be fully responsible for the liabilities thus arising from the real estate project.

Yours faithfully,

Signature of Authorized
Representative with Stamp

Date:

Place:



Annexure – IV: Affidavit Format for Intending Promoter (Notarized)

(On a 100 rupees non-judicial stamp paper)

To
The Secretary
Uttar Pradesh Real Estate Regulatory Authority
Naveen Bhavan, Rajya Niyojan Sansthan,
Kala Kankar House, Old Hyderabad,
Lucknow – 226007

Sub: Affidavit for acquiring majority rights and liabilities of the project <Project Name> (<RERA Registration No>) under the provisions of Section 15 of the RERA Act from incumbent promoter <Incumbent_Promoter_Name>.

Sir,

1. I/We intend to acquire majority rights and liabilities of the project <Project Name> (<RERA Registration No >) under the provisions of Section 15 of the RERA Act.
2. I / We understand that transfer of project under section 15 of the RERA Act shall not result in extension of time to complete this real estate project and, therefore, declare that I / We have adequate resources to complete the real estate project < Project Name > within the timelines declared by the erstwhile promoter during the registration of the project with U.P. RERA.
3. I / We also understand that such transfer or assignment shall not adversely affect the rights of existing allottees, allotment or sale of the apartments, plots or buildings as the case may be, made by the erstwhile promoter in this project.
4. I / We shall be responsible for all the pending obligations as per the Builder Buyer Agreement or Agreement for Sale entered into by the incumbent promoter with the allottees.
5. I/ We hereby declare to comply with all the pending obligations of the incumbent promoter, and in case of default, I / We shall be liable to the consequences thereof as provided under the RERA Act or the rules and regulations made thereunder.
6. I / We further declare that upon the receipt of the approval for transfer of the real estate project, I/We shall be responsible to update the registration details of the project on the web portal of U.P. RERA within the specified time limit.
7. I / We also declare that there is no pending case before any court of law or NCLT or any other authority which may adversely impact my / our ability to comply with



functions and duties of a promoter given under Section 4, 11, 12, 13, 14, 16, 17 and 18 of the RERA Act, U.P. RERA Rules, Regulations and Directions issued by the Authority.

8. I / We understand that if any of the details submitted at the time of application are found to be inaccurate in future, the approval of the Authority under the provisions of Section 15 of the RERA Act may be revoked and I / We shall be fully responsible, along with the erstwhile promoter, for the liabilities thus arising from this real estate project.

Yours faithfully,

Signature of Authorized
Representative with Stamp

Date:

Place:

Annexure – V: Format for Public Notice under Section 15 of the RERA Act

Public Notice

Uttar Pradesh Real Estate Regulatory Authority received an application from the promoter <Incumbent_Promoter_Name> for transfer / assigning majority rights and liabilities of the real estate project <Project_Name> <(Project_Registration_ID)> located at <Project_Address> under the provisions of Section 15 of the RERA Act to <Intending_Promoter_Name>.

In case any affected party with interest in the project has an objection to the transfer / assigning majority rights and liabilities of the project, it is duly requested to submit the objection(s) to the Authority at technicaladvsior@up-rera.in or through the functionality provided on the U.P. RERA web portal within 15 days of this notice and also send a copy to the Secretary, Uttar Pradesh Real Estate Regulatory Authority, Rajya Niyojan Sansthan, Naveen Bhavan, Kalakankar House Road, Old Hyderabad, Lucknow, Uttar Pradesh.

<Secretary, U.P. RERA>