



Dubai International  
Financial Centre

# **Client Handbook**

## **Insolvency of a DIFC Entity**

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## Introduction

This handbook provides guidance on the process and requirements to wind up a DIFC registered entity. Please note that the information provided in this handbook is based on the requirements of DIFC Laws and Regulations. Should there be any inconsistency between this handbook and the relevant DIFC legislation, the DIFC legislation shall prevail.

For further details on winding up, please refer to the [DIFC Insolvency Laws and Regulations](#).

## Exit of a DIFC registered entity

A DIFC registered entity may voluntarily decide to no longer continue operations from the DIFC or be forced to wind up by a court order. DIFC registered entities may apply for one of the options below to cease operations and wind up in the DIFC:

1. Voluntary winding up
2. De-registration
3. Compulsory winding up
4. Creditors Voluntary winding up

### 1. Voluntary winding up

#### 1.1 Definition

Voluntary winding up is a process initiated by the Shareholders, Members, Founding Members or Founders of an entity to wind up a DIFC registered entity.

This process is applicable to the following legal structures:

- Private Company
- Public Company
- Limited Liability Partnership (LLP)
- Non Profit Incorporated Organisation (NPIO)
- Foundations

#### 1.2 Required Documents

The following documents are required to apply for voluntary winding up. Certain documents will need to be submitted in original format as indicated below. A reference to Shareholder in a Company is also a reference to a Member in an LLP, a Founding Member in an NPIO and a Founder in a Foundation. A reference made to a Director in a Company is also a reference to a Member in an LLP, a Founding Member in an NPIO and a Council Member in a Foundation:

No.	Documents required for voluntary winding up	Upload	Original
1	Shareholder resolution signed by all the Shareholders of the DIFC entity. For the template, please <a href="#">click here</a> . A notarised Power of Attorney (PoA) must be provided to sign on behalf of an individual Shareholders.	Yes	No
2	Statutory Declaration signed by majority of the Directors of the DIFC entity. This Declaration must be made within 5 weeks preceding the date of the resolution date or on the same date. For the template, please <a href="#">click here</a> .	Yes	No
3	Shareholder resolution appointing a liquidator. The liquidator must be listed as an approved liquidator on the DIFC website. For the list of approved liquidators, please <a href="#">click here</a> .	Yes	No
4	Liquidator acceptance letter acknowledging the appointment to carry out the winding up of the entity	Yes	No

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5	Notice published in a well-known English publication notifying the public of the winding up of the DIFC registered entity. The notice must be published within 14 days after passing of the resolution, for 3 consecutive days.	Yes	No
6	Liquidator's Report which is the final report issued and signed by the appointed Liquidator.	Yes	No
7	If the entity was issued an Original Certificate of Incorporation, the same must be returned.	No	Yes
8	If the entity is undertaking a business activity that requires an approval from the Legal Affairs Department of Dubai (LAD), the No Objection letter for winding up must be uploaded. To view the list of activities that require LAD approval, please refer to the <a href="#">Non-Financial Business Activities guide</a> on DIFC website.	Yes	No
9	If the entity was operating from a property owned by DIFC Investments Ltd., IT NOC issued by the IT department of DIFC Authority is required. For further details, please email <a href="mailto:IT.Infrastructure@difc.ae">IT.Infrastructure@difc.ae</a>	Yes	No
10	If the entity was operating from a property that is not owned by DIFC Investments Ltd., the lease must be terminated if it was not expired yet. For more details, please contact our property Services team on <a href="mailto:rop@difc.ae">rop@difc.ae</a> .	No	No

### 1.3 Submission process on the DIFC client portal

The request for voluntary winding up must be submitted on the DIFC client portal. Please follow the steps below to submit the request:

- a) Log in to DIFC client portal: <https://portal.difc.ae/> using your username and password.
- b) Navigate to 'Company Services' and click 'Application of Winding up'.
- c) Fill the required fields on the first screen which include: Date of Declaration, Date of Resolution and Reason for winding up. You may also opt for courier services within the same screen which is offered free of cost.
- d) Click 'Save' and the system will direct you to the next screen to upload required document. The system will generate a standard Shareholder resolution and statutory declaration which can be printed and signed. Alternatively, the entity may decide to use its own templates for the resolution and declaration which must be aligned with the template available on DIFC website. To access the templates, please [click here](#).
- e) Please ensure the documents below are uploaded at this stage:
  - o Shareholder resolution
  - o Statutory directors declaration
  - o Shareholder resolution appointing the Liquidator
  - o IT NoC: required only if the entity is operating from a property owned by DIFC Investments Ltd.
- f) Once documents are uploaded, navigate to the section below the 'Download / Upload documents' section and click on 'Add a Liquidator'. The system will restrict the selection of Liquidator to the list of approved Liquidators by the RoC. This step is optional at this stage and can be completed after submission of the initial request.
- g) Once completed, click on 'Submit'
- h) Upon submission, DIFC Registry Services will review the request and the status of the entity will be amended to "Pending Dissolution". If the client has added the Liquidator before submission, the Liquidator will receive an email with the user credentials to use the DIFC client portal on behalf of the entity to complete the winding up process.
- i) Should DIFC Registry Services require more details, the request will be returned to the client for:
  - o More information: an email notification will sent with a link to the pending actions tab (which can be access directly through the portal). The client must provide clear comments and submit the same on the portal.
  - o Re-upload: an email notification will be sent with a link to the pending actions tab. The client must re-upload the specified document only and resubmit the request.
- j) If the initial submission was approved, the client will be requested to upload the remaining requirements on the portal as per the table of requirements in section 1.2 and make any pending payments such as pending license renewal fees, un-paid fines or other due if applicable.

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- k) Once all the documents, payment and originals are received, the entity will be dissolved and an official letter will be issued by the RoC.

## 2 De-Registration

### 2.1 Definition

De-registration is a process initiated by the Directors, Partners and Members of an entity to wind up a DIFC registered entity.

This process is applicable to the following legal structures:

- Recognised Company (RC)
- Recognised Limited Liability Partnership (RLLP)
- Limited Partnership (LP)
- Recognised Limited Partnership (RLP)
- General Partnership (GP)
- Recognised General Partnership (RP)
- Recognised Foundation (RF)

### 2.2 Required documents

The following documents are required to apply for De-registration. Certain document will need to be submitted in original format as indicated below. A reference to a Director in an RC is also a reference to a Member in an RLLP, a Partner in a GP, LP, RLP and RP and a Council Member in an RF.

No.	Documents required for De-Registration	Upload	Original
1	Statutory declaration signed by the Directors. This Declaration must be made within 5 weeks preceding the date of the resolution date or on the same date .For templates, please <a href="#">click here</a> .	Yes	No
2	Directors' resolution confirming the de-registration of the recognised entity and the effective day of de-registration. For templates, please <a href="#">click here</a> .	Yes	No
3	Notice published in a well know English publication notifying the public of the De-registration of the DIFC registered entity. The notice must be published for one day only.	Yes	No
4	If the entity was issued an Original Certificate of Registration, the same must be returned.	No	Yes
5	If the entity was operating from a property owned by DIFC Investments Ltd., IT NOC issued by the IT department of DIFC Authority is required. For further details, please email <a href="mailto:IT.Infrastructure@difc.ae">IT.Infrastructure@difc.ae</a>	Yes	No
6	If the entity was operating from a property that is not owned by DIFC Investments Ltd., the lease must be terminated if it was not expired yet. For more details, please contact our property Services team on <a href="mailto:rorp@difc.ae">rorp@difc.ae</a> .	No	No
7	If the entity is undertaking a business activity that requires an approval from the Legal Affairs Department of Dubai (LAD), the No Objection letter for winding up must be uploaded. To view the list of activities that require LAD approval, please refer to <a href="#">the Non-Financial Business Activities guide</a> on DIFC website.	Yes	No

### 2.3 Submission process on the DIFC client portal

The request for De-registration must be submitted on the DIFC client portal. Please follow the steps below to submit the request:

- a) Log in to DIFC client portal: <https://portal.difc.ae/> using your username and password.

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- b) Navigate to 'Company Services' and click 'Application of De-registration'.
- c) Fill the required fields on the first screen. You may also opt for courier services within the same screen which is offered free of cost.
- d) Click 'Save' and the system will direct you to the next screen to upload required documents. Navigate to the bottom of the page and click on 'Download / Upload Docs'. The system will generate a standard resolution and statutory declaration which can be printed and signed. Alternatively, the entity may decide to use its own templates for the resolution and declaration which must be aligned with the template available on the DIFC website. To access the templates, please [click here](#).
- e) Once documents are uploaded, click on 'Submit'
- f) Upon submission, DIFC Registry Services will review the request.
- g) Should DIFC Registry Services require more details, the request will be returned to the client for:
  - o More information: an email notification will be sent with a link to the pending actions tab (which can be accessed directly through the portal). The client must provide clear comments and submit the same on the portal.
  - o Re-upload: an email notification will be sent with a link to the pending actions tab. The client must re-upload the specified document only and resubmit the request.
- h) Should the entity have pending payments to make, the same must be paid through the portal to approve the request.
- i) If the request is approved and original documents are received, the status of the entity will be amended to "De-registered" and a De-registration letter will be issued by the RoC.

## 3 Compulsory Winding up

### 3.1 Definition

Compulsory winding up is a process initiated by the Liquidator appointed by a court order.

### 3.2 Required Documents

To initiate the process of compulsory winding up, Registry Services must receive a court order to enable access for the liquidator. The court order shall replace the Shareholder resolution and the statutory declaration as per the requirements in section 1.2.

### 3.3 Submission process on the DIFC client portal

The access to the portal will be provided to the appointed Liquidator and the steps will be similar to the steps in section 1.3

## 4 Creditors Voluntary Winding up

### 4.1 Definition

Creditors Voluntary Winding up is a process initiated by the Liquidator appointed by the Shareholder / Creditors by way of a resolution to wind up a DIFC registered entity.

### 4.2 Required Documents

To initiate the process of Creditors Voluntary Winding up, the appointed liquidator must contact DIFC Registry Services on [roc.helpdesk@difc.ae](mailto:roc.helpdesk@difc.ae) to request access to the client portal. Registry Services might request some of the documents in advance to approve the access.



No.	Documents required for Creditors Voluntary Winding up	Upload	Original
1	Shareholder resolution signed by all the Shareholders of the DIFC entity. For the template, please <a href="#">click here</a> . A notarised Power of Attorney (PoA) must be provided to sign on behalf of an individual Shareholders.	Yes	No
2	Directors Statement of affairs prepared by the Directors of the company	Yes	No
3	Shareholder resolution appointing a liquidator. The liquidator must be listed as an approved liquidator on the DIFC website. For the list of approved liquidators, please <a href="#">click here</a> .	Yes	No
4	Liquidator acceptance letter acknowledging the appointment to carry out the winding up of the entity	Yes	No
5	Notice published in a well-known English publication notifying the creditors of the winding up of the DIFC registered entity. The notice must be published for 3 consecutive days within 14 days of passing the Shareholder resolution. .	Yes	No
6	Minutes of the creditors meeting ratifying the appointment of the Liquidator	Yes	No
7	Liquidator's Report which is the final report issued and signed by the appointed Liquidator.	Yes	No
8	If the entity was issued an Original Certificate of Incorporation, the same must be returned.	No	Yes
9	If the entity is undertaking a business activity that requires an approval from the Legal Affairs Department of Dubai (LAD), the No Objection letter for winding up must be uploaded. To view the list of activities that require LAD approval, please refer to the <a href="#">Non-Financial Business Activities guide</a> on DIFC website.	Yes	No
10	If the entity was operating from a property owned by DIFC Investments Ltd., IT NOC issued by the IT department of DIFC Authority is required. For further details, please email <a href="mailto:IT.Infrastructure@difc.ae">IT.Infrastructure@difc.ae</a>	Yes	No
11	If the entity was operating from a property that is not owned by DIFC Investments Ltd., the lease must be terminated if it was not expired yet. For more details, please contact our property Services team on <a href="mailto:rorp@difc.ae">rorp@difc.ae</a> .	No	No

### 4.3 Submission process on the DIFC client portal

Please refer to section 1.3.