

New Annual General Meeting Reporting Obligations for Indonesian Limited Liability Companies



On 17 December 2025, the Indonesian Ministry of Law (MOL) issued Regulation No. 49 of 2025, introducing new compliance obligations for limited liability companies (*Perseoran Terbatas* – PTs) operating in Indonesia. The regulation requires PTs to formally report their annual reports through the Legal Entity Administration System (*Sistem Administrasi Badan Hukum* – SABH) and establishes administrative consequences for non-compliance. While the regulation primarily affects annual general meeting reporting, it also forms part of a broader shift towards enhanced administrative verification and data accuracy in corporate filings. Although the regulation has already entered into force, certain practical aspects of its implementation remain unresolved.

Under the new regulation, the annual report approved by the General Meeting of Shareholders must now be formalized in the form of a notarial deed. Following the execution of the deed, the Board of Directors, acting through the appointed notary, is required to submit the deed to MOL via the SABH system within 30 days. In addition, a copy of the approved annual report must be uploaded as supporting documentation to the notarial filing.

The regulation further clarifies the internal corporate process leading up to the approval of the annual report. The Board of Directors is required to prepare the annual report within six months following the end of the relevant financial year. Prior to submission to the General Meeting of Shareholders, the report must be reviewed by the Board of Commissioners.

At a minimum, the annual report must contain the company's financial statements, statements of changes in equity and accompanying notes, as well as reports on the company's activities, the implementation of social and environmental responsibility, material events affecting the company's business during the financial year, the supervisory activities of the Board of Commissioners, the composition of the Board of Directors and the Board of Commissioners, and information on remuneration for members of both boards.

Failure to comply with the new reporting obligations may result in administrative sanctions imposed by the MOL. These sanctions may begin with a written warning and may ultimately include the suspension of access to the SABH system. As access to SABH is required for a wide range of corporate actions, including updates to company data, amendments to articles of association and statutory filings, any restriction on system access may significantly disrupt a company's corporate governance processes and ongoing operations.

Based on discussions with the Directorate General of Legal Administration of the Ministry of Law (*Direktorat Jenderal Administrasi Hukum Umum* - AHU), the reporting obligation is already legally effective. However, the SABH system does not yet provide the technical functionality required to submit the relevant filings. As a result, PTs are currently unable to comply with the reporting requirement in practice. In parallel, companies should be aware that corporate filings submitted through SABH are increasingly subject to substantive review, including in connection with amendments to articles of association, share transfers and related corporate data. In addition, several implementation issues remain open, including how the SABH system will determine reporting deadlines for companies with non-calendar fiscal years and whether the obligation applies only to fiscal years commencing in 2025 or also to earlier fiscal years ending in 2025.

In light of these developments, PTs should review their internal corporate governance and compliance processes to ensure alignment with the new requirements. Close coordination with notaries will be essential to ensure the timely preparation and execution of notarial deeds recording shareholder approval of annual reports once the SABH functionality becomes available. Companies may also wish to ensure that their corporate data and supporting documentation are consistent and readily verifiable in anticipation of heightened administrative scrutiny.

Our services

Luther offers expert support for clients seeking to establish themselves in Indonesia.

Our team in Jakarta remains in constant dialogue with AHU and our notaries in order to react to further updates and will happily assist you in getting your organization ready to work with these new requirements.

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