

Minister of Law Regulation No. 49 of 2025 on the Requirements and Procedures for the Establishment, Amendment, and Dissolution of a Limited Liability Company

January 2026

One Asia Lawyers Indonesia Office
Koji Umai, Lawyer (Japan)
Prisilia Sitompul, Lawyer (Indonesia)

1. Introduction

On 11 December 2025, the Indonesian Ministry of Law (“**Ministry**”) enacted Minister of Law Regulation No. 49 of 2025 on the Requirements and Procedures for the Establishment, Amendment, and Dissolution of a Limited Liability Company (“**MOL 49/2025**”), which was promulgated and came into effect on 17 December 2025. With the issuance of this regulation, Minister of Law and Human Rights Regulation No. 21 of 2021 (“**MOLHR 21/2021**”), which had previously served as the legal basis for procedures related to the establishment, amendment, and dissolution of Limited Liability Companies (*Perseroan Terbatas/PT*), has been repealed.



While this regulation does not alter the basic structure of the Company Law itself, it contains significant provisions that directly affect corporate legal and governance practices, including practical workflow, application procedures, review deadlines, and the treatment of sole proprietor companies (*Perseroan Perorangan*).

This newsletter summarizes the key points that companies should pay particular attention to.

2. Transition from MOLHR 21/2021

With the enactment of MOL 49/2025, MOLHR 21/2021 has been repealed, and all future administrative procedures regarding the establishment, amendment, and dissolution of limited liability companies (PT) will be conducted in accordance with the new regulations (Article 33).

3. Revision of the Use of Legal Entity Administration System/*Sistem Administrasi Badan Hukum* (“SABH”)

MOL 49/2025 clearly reaffirms that, as a general rule, electronic filings through the SABH are required for the establishment, amendment of the articles of association, changes to company data, and dissolution of companies (Articles 7, 10, and 29).

This regulation revises and formally stipulates the previous practices, and is considered to aim at centralized management by the Ministry through SABH.

In practice, prior to the issuance of this regulation, the Ministry had already introduced new procedures for the registration of notarial deeds relating to certain corporate actions, including approval processes to be carried out by the relevant parties, indicating a shift toward stricter and more structured electronic supervision.

4. Clarification of Review Deadlines

MOL 49/2025 explicitly stipulates deadlines for administrative and applicant procedures. For example, it mandates that the Ministry of Justice review applications for amendments to articles of incorporation or changes to company data within 14 business days from the date of receipt (Article 13, Paragraph 3).

Furthermore, in cases of deficiencies,

- a deadline for making corrections is set; and
- If the applicant fails to respond within the prescribed period, the application may be rejected.

5. Positioning of Exceptional Non-Electronic Applications

While electronic filing via SABH is the general rule, MOL 49/2025 also explicitly permits non-electronic filing under specific exceptional circumstances (Article 30), specifically.

- internet outages based on official announcements by local governments, and
- situations where the SABH system is unable to function properly, as announced by the Minister.

Under such circumstances, notaries are permitted to submit applications non-electronically.

6. Annual Report

MOL 49/2025 stipulates the obligation for each company to submit its annual report through SABH (Article 16). Previously, while annual reports were required to be presented to the shareholders' meeting at the annual general meeting of shareholders, submission to the Ministry was not mandatory.

With the enforcement of this regulation, the submission of the above annual report to the Ministry via SABH is now explicitly stated. Consequently, it is anticipated that all companies will need to submit their annual reports to the Ministry by first converting their annual general meetings into deeds and then uploading them to SABH via a notary public.

Failure to submit the annual report may result in administrative sanctions, including a written warning and suspension of future access to SABH (Article 17).

7. Conclusion

As mentioned above, while MOL 49/2025 does not change the system stipulated in the Company Law itself, it has a significant impact on these procedures. As this provision was not fully communicated to notaries and companies in advance, there are still many unclear points regarding its implementation. Therefore, it is necessary to work closely with local law firms and notaries to proceed with future procedures.

◆ One Asia Lawyers ◆

One Asia Lawyers Group is a network of independent law firms created to provide seamless and comprehensive legal advice for Japanese and international clients across Asia. With our member firms in Japan, Southeast Asia, Oceania and other ASEAN countries, One Asia Lawyers Group has a strong team of legal professionals who provide practical and coherent legal services throughout each of these jurisdictions.

For any inquiry regarding this article, please contact us by visiting our website: <https://oneasia.legal/> or email: info@oneasia.legal.

Please note that this newsletter is intended to provide general information only and does not constitute legal advice from the Group or its member firms. Any opinions expressed herein are solely those of the authors and do not necessarily reflect the views of the Group or its member firms. Due to its general informational nature, citations to specific legal provisions or sources may be intentionally omitted. For matters concerning specific individual cases, please consult the relevant member firm or attorney.

<Author>

	<p>Koji Umai Representative of One Asia Lawyers Indonesia Office Japanese Lawyer</p> <p>While handling various corporate legal matters at a Japanese law firm for six years, he also gained experience in international cases involving general civil law, family/inheritance law, bankruptcy, and criminal law. After studying business and financial law in Asia at Singapore Management University in 2018, he joined One Asia in 2020. He currently advises on formulating corporate expansion strategies based on the latest regulatory and legal amendments, provides legal follow-up, and offers guidance on post-entry contracts, labor matters, legal affairs, various compliance issues, and dispute resolution.</p> <p>koji.umai@oneasia.legal</p>
	<p>Prisilia Sitompul (プリシリャ・シトンプル) One Asia Lawyers Indonesia Office Indonesian Lawyer</p> <p>Prisilia spent over 6 years' experience working as an in-house counsel in the legal department in particular areas of energy and natural resources in Indonesia and was involved in various legal works related to energy and natural resources. She took her master's (LL.M) at the University of Aberdeen, the United Kingdom majoring in Oil and Gas Law.</p> <p>After joining One Asia Lawyers Tokyo, as a lawyer of the law of Indonesia, Prisilia conducts legal research related to the laws of Indonesia and offers a variety of support such as reviewing contracts for Japanese corporations expanding into Indonesia. Prisilia also gives support to Indonesian corporations investing in Japan.</p> <p>sitompul.prisilia@oneasia.legal</p>