

ABSTRAK

Penelitian ini mengkaji Peraturan Menteri Hukum Nomor 49 Tahun 2025 tentang Syarat dan Tata Cara Pendirian, Perubahan, dan Pembubaran Badan Hukum Perseroan Terbatas dengan fokus pada kewajiban akta notaris untuk RUPS Tahunan dan penerapan verifikasi substantif. Penelitian yuridis normatif ini menggunakan teori kepastian hukum sebagai pisau analisis utama.

Hasil penelitian menunjukkan bahwa regulasi ini lahir dari kegagalan sistem self-declaration sebelumnya yang memungkinkan pemalsuan akta RUPS dan pencaplokan perusahaan. Pemerintah memiliki lima tujuan utama: transparansi, perlindungan pemegang saham, kepatuhan berkelanjutan, pencegahan pencucian uang, dan kepastian hukum. Peran notaris diperluas secara signifikan, namun implementasinya menghadapi kendala teknis seperti verifikasi manual yang lambat dan tingkat pengembalian permohonan mencapai 22 persen. Regulasi ini berdampak ganda: digitalisasi dan akselerasi legalitas UMK di satu sisi, namun peningkatan beban biaya dan risiko pemblokiran SABH di sisi lain.

Penelitian ini merekomendasikan peningkatan penguasaan teknis notaris, penyusunan laporan keuangan secara tertib oleh perseroan, serta perbaikan infrastruktur SABH dan penambahan petugas verifikator oleh pemerintah.

Kata kunci : Permenkum No. 49/2025, RUPS Tahunan, Verifikasi Substantif, SABH

ABSTRACT

This research examines Regulation of the Minister of Law Number 49 of 2025 concerning Requirements and Procedures for the Establishment, Amendment, and Dissolution of Limited Liability Companies, with a focus on the obligation to prepare notarial deeds for the Annual General Meeting of Shareholders (GMS) and the application of substantive verification. This normative legal research employs the theory of legal certainty as its main analytical tool.

The findings indicate that this regulation emerged from the failure of the previous self-declaration system which had enabled the forgery of General Meeting of Shareholders deeds and corporate takeovers. The government has five main objectives: transparency, shareholder protection, continuous compliance, prevention of money laundering, and legal certainty. The role of notaries has been significantly expanded, yet its implementation faces technical obstacles such as slow manual verification and a rate of application returns reaching 22 percent. This regulation has dual impacts: digitalization and acceleration of MSME legality on one hand, but increased cost burdens and the risk of SABH access blocking on the other.

This research recommends the enhancement of notary technical skills, the orderly preparation of financial statements by companies, as well as the improvement of SABH infrastructure and the addition of verification officers by the government.

Keywords: *Ministerial Regulation No. 49/2025, Annual General Meeting of Shareholders, substantive verification, SABH*