

# Tax Insight

## Konsep Beneficial Owner dalam Ketentuan Perseroan Terbatas

*Beneficial Ownership in Limited Liability  
Company Regulations*



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Pemilik manfaat (beneficial owner) merupakan konsep penting dalam tata kelola perusahaan modern yang menekankan transparansi mengenai siapa pihak yang sesungguhnya mengendalikan dan menikmati manfaat ekonomi dari suatu badan usaha. Dalam konteks Indonesia, pengaturan ini dipertegas melalui Peraturan Menteri Hukum dan HAM Nomor 49 Tahun 2025 tentang Syarat, Tata Cara Pendirian, Perubahan, dan Pembubaran Badan Hukum Perseroan Terbatas.

*Beneficial ownership has become a cornerstone of modern corporate governance, indicating a growing emphasis on transparency regarding who ultimately controls and benefits from a legal entity. In Indonesia, this principle is reinforced by the Minister of Law and Human Rights Regulation (Peraturan Menteri Hukum dan Hak Asasi Manusia/Permenkumham) Number 49 of 2025 concerning Requirements and Procedures for the Establishment, Amendment, and Dissolution of Limited Liability Companies.*

Pengaturan ini memperkuat prinsip keterbukaan kepemilikan dan pengendalian perusahaan sebagai bagian dari reformasi tata kelola korporasi dan integritas sistem hukum nasional.

*The regulation improves transparency of ownership as part of broader corporate governance reforms and efforts to uphold the integrity of Indonesia's legal system.*

## 1 Pengertian Beneficial Owner dalam Perseroan Terbatas

### *Pengertian Beneficial Owner dalam Perseroan Terbatas*

Secara definisi, beneficial owner adalah orang perseorangan yang memiliki kemampuan untuk mengendalikan perusahaan, baik secara langsung maupun tidak langsung, serta pihak yang berhak menerima manfaat ekonomi dari perusahaan tersebut. Pengendalian dapat muncul melalui:

*In general terms, a beneficial owner is an individual who ultimately controls a company, whether directly or indirectly, or who is entitled to receive its economic benefits. Control may arise through:*

- kepemilikan saham mayoritas;
- hak suara dominan;
- kewenangan menunjuk atau memberhentikan direksi dan komisaris; atau
- pengaturan lain yang secara substantif menunjukkan penguasaan.

- *majority share ownership;*
- *dominant voting rights;*
- *the authority to appoint or dismiss directors and commissioners; or*
- *other arrangements that substantively demonstrate control.*

Dalam Permenkumham Nomor 49 Tahun 2025, beneficial owner didefinisikan sebagai perseorangan yang:

*Permenkumham Number 49 of 2025 provides a more detailed definition. A beneficial owner is an individual who:*

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- dapat menunjuk atau memberhentikan direksi, dewan komisaris, pengurus, pembina, atau pengawas pada korporasi;
- memiliki kemampuan untuk mengendalikan korporasi;
- berhak atas dan/atau menerima manfaat dari korporasi baik langsung maupun tidak langsung;
- merupakan pemilik sebenarnya dari dana atau saham korporasi; dan/atau
- memenuhi kriteria sebagaimana diatur dalam ketentuan peraturan perundang-undangan.

- *has the authority to appoint or dismiss directors, commissioners, managers, administrators, or supervisors;*
- *exercises control over the corporation;*
- *is entitled to and/or receives benefits from the corporation, directly or indirectly;*
- *is the true owner of the corporation's funds or shares; and/or*
- *meets other criteria as stipulated under prevailing laws and regulations.*

Definisi tersebut menegaskan penilaian bukan hanya kepemilikan formal, tetapi juga realitas pengendalian yang sesungguhnya.

*This approach stresses that beneficial ownership is determined not merely by formal shareholding records, but by actual control and economic interest.*

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## 2 Kewajiban Pelaporan Beneficial Owner Perseroan Terbatas

### *Reporting Obligations for Beneficial Owners*

Permenkumham Nomor 49 Tahun 2025 mewajibkan setiap Perseroan Terbatas untuk menyampaikan data pemilik manfaat melalui sistem administrasi badan hukum yang dikelola oleh Direktorat Jenderal Pajak Administrasi Hukum Umum. Informasi yang disampaikan meliputi identitas lengkap, kewarganegaraan, nomor identitas, hubungan kepemilikan, serta pernyataan kebenaran data.

*Permenkumham Number 49 of 2025 requires every limited liability company to submit beneficial owner information through the legal entity administration system managed by the Directorate General of Legal Administrative Affairs. The required information includes the beneficial owner's full identity, citizenship, identification number, ownership or control relationship, and a declaration confirming the accuracy of the data.*

Perlu diingat, data tersebut wajib diperbarui apabila terjadi perubahan struktur kepemilikan atau pengendalian. Apabila kewajiban ini tidak dipenuhi, permohonan layanan administrasi hukum dapat ditolak atau ditangguhkan.

*Companies must update this information whenever there is a change in ownership or control. Failure to comply may result in the rejection or suspension of legal administrative services.*

## 3 Unsur Dokumen Beneficial Owner

### *Required Documentation*

Terdapat tiga unsur utama dalam dokumen beneficial owner tersebut, meliputi:

- Surat kuasa dari direksi kepada notaris terkait penyampaian informasi Pemilik Manfaat;
- Surat pernyataan direksi yang menyatakan nama Pemilik Manfaat; dan
- Surat persetujuan selaku Pemilik Manfaat perseroan.

*The beneficial ownership reporting process generally involves three documents:*

- *a power of attorney from the board of directors authorizing the notary to submit beneficial ownership information;*
- *a statement from the board of directors identifying the beneficial owner; and*
- *a letter of consent from the individual designated as the beneficial owner.*

## 4 Beneficial Owner dan Transparansi Tata Kelola Perusahaan

### *Beneficial Ownership and Corporate Transparency*

Kewajiban pengungkapan pemilik manfaat sejalan dengan komitmen Indonesia dalam rezim anti pencucian uang dan pencegahan pendanaan terorisme. Lembaga seperti Pusat Pelaporan dan Analisis Transaksi Keuangan secara konsisten menekankan pentingnya transparansi kepemilikan untuk menutup celah penggunaan perusahaan sebagai shell company atau saran penyembunyian aset ilegal.

*The obligation to disclose beneficial ownership aligns with Indonesia's commitment to combating money laundering and terrorist financing. Institutions such as the Financial Transaction Reports and Analysis Center have consistently emphasized the importance of transparency in ownership to prevent companies from being used as shell entities or vehicles for concealing illicit assets.*

Secara global, transparansi beneficial ownership juga menjadi rekomendasi utama dari Organisation for Economic Co-operation and Development (OECD) dalam kerangka tata kelola pajak dan pertukaran informasi lintas negara.

*At the international level, beneficial ownership transparency is also promoted by the Organisation for Economic Co-operation and Development (OECD) as part of its broader framework on tax governance and cross-border information exchange*

## 5 Implikasi Beneficial Ownership dalam Perspektif Perpajakan

### *Tax Implications of Beneficial Ownership*

Dalam perspektif perpajakan, pengungkapan pemilik manfaat memiliki implikasi signifikan. Direktorat Jenderal Pajak perlu informasi akurat mengenai pihak yang menikmati penghasilan guna memastikan pengenaan pajak yang tepat.

*From a tax perspective, beneficial ownership disclosure carries significant implications. The DGT requires accurate identification of the true recipients of income to ensure proper taxation.*

Dalam transaksi lintas negara, status beneficial ownership menentukan apakah suatu entitas berhak memperoleh tarif pajak lebih rendah berdasarkan Persetujuan Penghindaran Pajak Berganda (P3B). Jika entitas hanya bertindak sebagai perantara (conduit company), maka fasilitas tarif khusus dapat ditolak.

*In cross-border transactions, beneficial ownership status determines eligibility for reduced withholding tax rates under tax treaties. If an entity merely acts as an intermediary or conduit company, treaty benefits may be denied.*

Konsep beneficial ownership juga relevan dalam penerapan prinsip substance over form dalam perpajakan. Otoritas pajak dapat mengabaikan struktur formal yang dibuat semata untuk tujuan penghindaran pajak apabila pengendali dan penerima manfaat berbeda dari yang tercantum secara administratif.

*The concept is also closely linked to the substance-over-form principle. Tax authorities may disregard formal ownership structures established primarily for tax avoidance if the actual controller or beneficiary differs from the party recorded in official documents*

## 6 Akurasi Data dan Konsekuensi Hukum

### *Data Accuracy and Legal Consequences*

Permenkumham Nomor 49 Tahun 2025 menegaskan pentingnya akurasi dan pembaruan data pemilik manfaat. Perusahaan wajib memastikan bahwa informasi tersebut selalu mutakhir dan sesuai kondisi riil.

*Permenkumham Number 49 of 2025 accentuates the importance of maintaining accurate and up-to-date beneficial ownership data. Companies are responsible for ensuring that the information they disclose reflects actual conditions.*

Apabila ditemukan ketidaksesuaian atau manipulasi data, perusahaan dapat dikenai sanksi administratif berupa penolakan layanan hukum tertentu. Dalam konteks perpajakan, ketidakakuratan data berpotensi menimbulkan koreksi pajak, sanksi administrasi, bahkan konsekuensi pidana apabila terkait dengan unsur kesengajaan.

*Inaccurate or manipulated data may lead to administrative sanctions, including denial of legal services. From a tax perspective, discrepancies may result in tax adjustments, administrative penalties, and potentially criminal consequences if intentional misconduct is involved.*

## Integrasi Beneficial Owner dan Pertukaran Informasi Global

### *Integrasi Beneficial Owner dan Pertukaran Informasi Global*

Hubungan antara pemilik manfaat dan perpajakan semakin erat dengan adanya pertukaran informasi otomatis (Automatic Exchange of Information/AEOI) antarnegara. Informasi mengenai beneficial owner dapat menjadi dasar bagi otoritas pajak untuk menelusuri kepemilikan aset luar negeri yang belum dilaporkan, sehingga mempersempit ruang praktik tax evasion dan memperkuat pengawasan Wajib Pajak berisiko tinggi.

*The relevance of beneficial ownership is further strengthened by the implementation of automatic exchange of information (AEOI) between jurisdictions. Beneficial ownership data may assist tax authorities in tracing undisclosed foreign assets, reducing opportunities for tax evasion, and enhancing oversight of high-risk taxpayers.*

Dengan integrasi antara regulasi hukum korporasi dan ketentuan perpajakan, Indonesia bergerak menuju sistem ekonomi yang lebih bersih, transparan, dan berkeadilan.

*By aligning corporate law requirements with tax transparency measures, Indonesia continues to move toward a more accountable, transparent, and equitable economic system.*

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