

**ANALISIS YURIDIS PENERAPAN PRINSIP TRANSPARANSI GOOD CORPORATE
GOVERNANCE DALAM LAPORAN TAHUNAN BERDASARKAN UNDANG UNDANG
NOMOR 40 TAHUN 2007 TENTANG PERSEROAN TERBATAS**

(Studi Kasus PT Indofarma Tbk)

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ABSTRAK

Penelitian ini dilatarbelakangi oleh pentingnya penerapan prinsip transparansi dalam Good Corporate Governance (GCG) sebagai bentuk perwujudan kepastian hukum dan akuntabilitas dalam pengelolaan Perseroan Terbatas sebagaimana diatur dalam Undang-Undang Nomor 40 Tahun 2007 tentang Perseroan Terbatas, khususnya dalam penyusunan dan penyampaian laporan tahunan, serta adanya temuan dugaan manipulasi laporan keuangan pada PT Indofarma Tbk yang menunjukkan ketidaksesuaian antara praktik dan ketentuan hukum yang berlaku. Penelitian ini bertujuan untuk mengetahui pengaturan hukum mengenai prinsip transparansi dalam laporan tahunan berdasarkan UUPT dan menganalisis kesesuaian penyajian laporan tahunan PT Indofarma Tbk dengan prinsip transparansi GCG. Metode penelitian yang digunakan adalah penelitian yuridis normatif dengan pendekatan perundang-undangan (statute approach) dan pendekatan kasus (case approach), bersifat deskriptif kualitatif, dengan menggunakan data sekunder berupa bahan hukum primer, sekunder, dan tersier yang dianalisis secara kualitatif. Hasil penelitian menunjukkan bahwa ketentuan Pasal 66 dan Pasal 67 UUPT telah mengatur secara jelas kewajiban direksi dalam menyusun dan menyampaikan laporan tahunan secara lengkap, akurat, dan ditandatangani oleh seluruh anggota direksi dan dewan komisaris sebagai bentuk tanggung jawab hukum, namun dalam praktiknya penyajian laporan tahunan PT Indofarma Tbk tidak mencerminkan prinsip transparansi karena terdapat indikasi penyimpangan dan ketidaksesuaian informasi keuangan yang berpotensi merugikan pemegang saham dan publik. Selain itu, pasal 97 UUPT menegaskan bahwa direksi bertanggung jawab penuh atas pengurusan perseroan dan secara pribadi bertanggung jawab atas kerugian perseroan apabila yang bersangkutan bersalah atau lalai dalam menjalankan tugasnya. Kesimpulannya, meskipun secara normatif pengaturan prinsip transparansi dalam UUPT telah memberikan dasar hukum yang memadai, implementasinya masih memerlukan pengawasan yang lebih ketat serta penegakan tanggung jawab hukum direksi dan dewan komisaris guna menjamin terwujudnya tata kelola perusahaan yang baik dan perlindungan terhadap para pemangku kepentingan.

Kata Kunci : Good Corporate Governance; Prinsip Transparansi; Laporan Tahunan; Tanggung Jawab Direksi.

**JUDICIAL ANALYSIS OF THE IMPLEMENTATION OF THE TRANSPARENCY
PRINCIPLE OF GOOD CORPORATE GOVERNANCE IN ANNUAL REPORTS BASED
ON LAW NUMBER 40 OF 2007 CONCERNING LIMITED LIABILITY COMPANIES**

(A Case Study of PT Indofarma Tbk)

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ABSTRACT

This research is motivated by the importance of implementing the principle of transparency in Good Corporate Governance (GCG) as a manifestation of legal certainty and accountability in the management of Limited Liability Companies as regulated under Law Number 40 of 2007 concerning Limited Liability Companies, particularly in the preparation and submission of annual reports. Furthermore, there have been findings of alleged financial statement manipulation at PT Indofarma Tbk, which indicate discrepancies between practice and the applicable legal provisions. This study aims to examine the legal regulation of the principle of transparency in annual reports based on the Company Law and to analyze the conformity of the presentation of PT Indofarma Tbk's annual reports with the transparency principle of GCG. This research employs a normative juridical method with a statutory approach and a case approach. The research is descriptive-qualitative in nature and utilizes secondary data consisting of primary, secondary, and tertiary legal materials, which are analyzed qualitatively. The results of the study indicate that Articles 66 and 67 of the Company Law clearly regulate the obligation of the Board of Directors to prepare and submit annual reports in a complete and accurate manner, duly signed by all members of the Board of Directors and the Board of Commissioners as a form of legal responsibility. However, in practice, the presentation of PT Indofarma Tbk's annual reports does not reflect the principle of transparency due to indications of irregularities and inconsistencies in financial information that may potentially harm shareholders and the public. In addition, Article 97 of the Company Law stipulates that the Board of Directors bears full responsibility for the management of the company and is personally liable for any losses incurred by the company if such losses result from fault or negligence in the performance of their duties. In conclusion, although normatively the regulation of the transparency principle under the Company Law provides an adequate legal foundation, its implementation still requires stricter supervision and enforcement of the legal responsibilities of the Board of Directors and the Board of Commissioners to ensure the realization of good corporate governance and the protection of stakeholders.

Keywords : Good Corporate Governance; Transparency Principle; Annual Report; Directors' Responsibility.