



INDRAWAN DARSYAH SANTOSO  
ATTORNEYS AT LAW

**EXPERTISE  
AT YOUR  
SIDE**



# WHO WE ARE

## Our Firm

Indrawan Darsyah Santoso is an independent Indonesian law firm handling multi facets of commercial and business-related matters.

Complex transactions and challenging disputes are the order of the day in our firm. Our lawyers are conditioned to work seamlessly in a global environment. Having been forged in an international big-law atmosphere, we are equipped with the experience to be cognizant of global market demands.

Our lawyers' complimenting expertise enable us to provide clients with a one-stop legal service covering corporate, securities and dispute resolution practices.







## The Way We Work

Our firm fosters hands-on approach where we commit to listen and evaluate all details necessary to provide our clients with effective and legally compliant solutions.

Our main aim has always been to create a sustainable relationship with our clients, which is why we put emphasis on direct accessibility and responsiveness as the key traits of our firm.

## Our Clients

We have been retained by some of prominent multinational and Indonesian companies. Our firm also able to work in cooperation with other local and international law firms to provide comprehensive services to our clients.





# WHAT WE DO

## Corporate & Securities

- General Corporate Practice & Advisory Work
- Mergers & Acquisitions
- Capital Markets
- Foreign Direct Investments
- Commercial Contract

- Agribusiness
- Real Estate
- Financing & Securitization
- Employment

## General Corporate Practice & Advisory Work

Taking the role as the clients' corporate legal counsel, we offer practical solutions based on our clients' unique needs and long term objectives, with due regard to the changing legal and regulatory climate. We advise on a broad spectrum of corporate and commercial work in line with the prevailing Indonesian laws and sector-specific regulations.

The depth of our expertise enables us help clients anticipate and comply with the evolving and heightened standards of government regulators. We have extensive experience helping clients implement effective compliance procedures, closely tailored to their particular business and associated legal risks.

We work closely with our clients to resolve even the most complex issues and unique transactions. We advise our clients on legal issues that may affect their day-to-day operations, as well as on the extraordinary events that may have significant ramifications for their businesses.

We are equally comfortable in providing general corporate maintenance services, ranging from performing compliance legal due diligence to handling the process of obtaining governmental licenses and approvals.





## Mergers & Acquisitions

Our team of corporate lawyers has always stepped up to the plate when dealing with diverse and intricate Mergers and Acquisitions (M&A) transactions. We advise our clients on full range of transactions, representing either side of parties in acquisition, merger/consolidation, and dissolution/liquidation of Indonesian companies.

Through active participation from the early stage of legal due diligence to the drafting of closing documents, we consistently aim to make sure that our clients are fully informed of the risks involved in order to eventually make sound business decision.

In addition to being equipped with comprehensive legal knowledge, we are trained to assess the transaction in a cost-effective manner to help realize the true value of the deal and proactively use the suitable approach with a view to closing the transaction in a way that serves the client's best interest.

We advise multinational companies, domestic corporations, brand-owners, investors and private equity funds in our M&A valued transactions. With our creditable experience in cross-border transactions, we are accustomed to immerse ourselves in a global working environment, making sure we effectively deliver high-quality services to our clients.



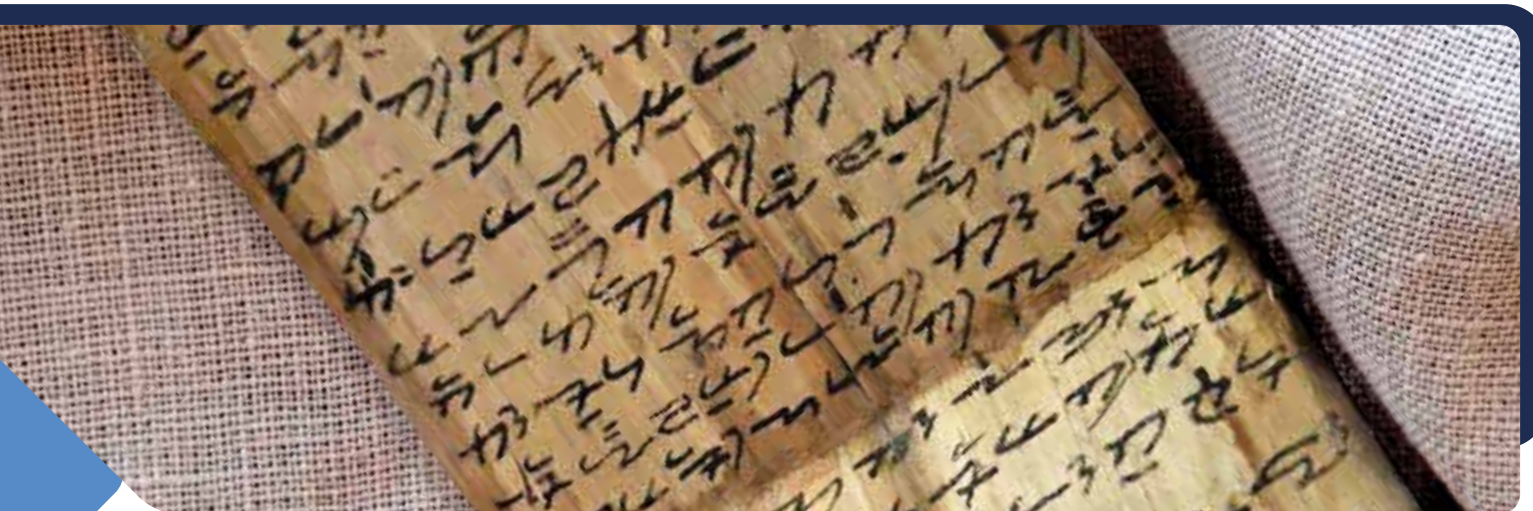
## Capital Markets

We act as strategic partners for our clients advising on a full range of corporate needs – strategizing on corporate growth plans and the subsequent need to access the capital markets.

Navigating the markets, securities regulations and mandatory disclosure can be challenging. We offer detailed knowledge and practical experiences in guiding our clients' transactions. We advise issuers, underwriters, selling shareholders and other market participants on complex capital market transactions. Our lawyers handle all aspects of securities offerings, from diligence and drafting of required disclosure documents filed with the Indonesian Financial Services Authority (Otoritas Jasa Keuangan) and Indonesia Stock Exchange.

We were actively involved in many of the international offerings of our Indonesian clients in reliance on Rule 144 A and Regulation S. With a focus on public company works – including extensive experience in advising compliance with securities regulations, affiliated party and material transactions, tender offer transactions and disclosure areas – our team is well positioned to address clients' needs and protect their reputation.

We also provide day-to-day assistance to our clients, including counsel on broker-dealer compliance and corporate governance.



## Foreign Direct Investments

With its abundant stream of natural resources and demand for infrastructures, Indonesia is an attractive venue of foreign direct investments.

Our thorough understanding of the Indonesian Investment Law and its implementing regulations enable us to efficiently advise on the legal aspects of doing business in Indonesia and guide our clients through the process of establishing presence or a joint venture in Indonesia.

We adopt a proactive approach and invest in understanding the dynamics of the industry sectors within which our clients operate. We are committed to assist our clients in addressing numerous material issues that comes with the territory of foreign direct investments.





## Commercial Contract

Contractual framework is a critical component across all industries and sectors. We provide commercial contract support for corporations in various sectors and also handle the drafting of transaction-oriented contracts. Our lawyers have substantial experience in drafting and concluding contracts, having frequently handled the drafting of agreements involving multiple parties and jurisdictions.

We also have notable experience and knowledge in representing different side of parties to prepare and review many types of commercial contracts and thus we are able to provide valuable insights from multiple perspectives depending on our client's needs.

We provide a comprehensive service on strategic transactions or day-to-day basis. We work closely with clients in determining their business priorities and interests, and then use that knowledge to draft the necessary contracts to protect the clients' rights, mitigate the associated risks and preserve the business relationships.

Clients also rely on our excellent transactional skills when dealing in negotiations with counter parties.



## Agribusiness

Our practice is second to none when it comes to agribusiness or plantation. We are well equipped with the industry knowledge and expertise enabling us to support our clients to make informed business decisions.

We have a spectrum of clients involved in agribusiness, including plantation owners, food producers, technical assistance providers, agrichemicals manufacturers, processors of agricultural commodities and commodities traders.

This allows us to have an in depth understanding of the operational issues faced by clients operating at levels of production, refining, trading, and transportation.

We advise agribusinesses on all aspects of their operations, including domestic and foreign investment acquisitions, joint ventures, cooperation agreements and R&D contracts, international trade, land matters and technology licensing.

## Real Estate

The Indonesia's land law is very complex, reflecting customary law developed over hundreds of years at the village level, as modified by Dutch Colonial rule, with an over layer of more recent central Government laws and regulations.

In line with Indonesia's increasing demand for infrastructures, we have been advising clients in dealing with various real estate transactions.

Our clients choose us because we have the experience dealing in varying transactions commonly done in the real estate industry, knowledge of applicable laws and customs, and foresight into new industry trends.





## Financing & Securitization

Our financing & securitization practice includes loan financing, securitization and debt restructuring transactions. Our experience of acting for borrowers engaged in a variety of industrial sectors means we have the skills to anticipate and address the requirements of all parties to a financing transaction.

With attention to market adjustments due to the changing economic, political and regulatory conditions, we also have the expertise to spot conditions that might lead to risk for our clients. We can then organize strategies to defend clients' rights, including enforcing security rights or defend clients at the relevant dispute resolution forums.



## Employment

Management of human resources is an integral part of every successful business. Employers operating across multiple jurisdictions often face varying employment terms and conditions, and it is crucial to understand not just the applicable employment laws, but also the local customs in each jurisdiction.

Our employment practice provides insight on how to overcome the full range of employment law issues in Indonesia and mitigate the commercial risks from a local perspective. We regularly assist multi-jurisdictional clients in implementing their global employment policies in Indonesia, while also ensuring Indonesian employment laws and customs are incorporated.

# Dispute Resolution & Litigation

- General Civil Disputes
- Commercial Litigation
- Maritime & Shipping Disputes
- Bankruptcy & Insolvency
- Arbitration
- Industrial Relations Disputes

## General Civil Disputes

Civil disputes over contracts, proprietorships and torts are amongst private cases that we frequently handle. Either as claimant or defendant, we are committed to assist clients to find the most sensible solution.

We provide reasonable advice that not only gives legal insights to clients but also practically realistic. Achieving amicable resolution through negotiation and mediation is the priority whenever possible.

We help clients to see and set the viable objective as well as the strategy to reach it. We can also act for clients throughout the out-of-court process if required.

However, if circumstances require, our lawyers are prepared to come to the front defending clients in court.





## Commercial Litigation

Companies are doing business in a globally diverse market levels with differing business risks. While steer clear of disputes is the desire, should the need arise we have a robust litigation practice in our firm.

Our litigation attorneys advise and represent clients in straightforward to complex commercial disputes. We appear before courts and tribunals defending clients in all types of commercial disputes inter alia banking and finance disputes, minority oppression and shareholder disputes, and any business-related contentious matters at all levels of trial from the first instance to the top appellate litigation.

Aside from providing top-notch litigation services, we are aware of the fiduciary duty to maintain and protect the fine image of our clients before related parties and public.



## Maritime & Shipping Disputes

Maritime and shipping disputes are the niche practice of our firm since inception.

We acted for ship owners, charterers, shipyards, marine insurers, hull and machinery underwriters and P&I clubs in both “wet” and “dry” matters ranging from incidents such as collision, loss or damage, wreck removal, pollutions, and contractual disputes related to charterparty, ship building and repair, insurance, and all types of contentious maritime and shipping issues.

We also handle legal issues of ship arrest and maritime liens in Indonesia as well as compliance with the Indonesian shipping regulatory.

## Bankruptcy & Insolvency

Either creditors seeking recovery of past-due payments or insolvent debtors who cannot repay debts, we help clients in finding the best solution to their troubled receivables and non-performing loans.

We acted for creditors and debtors in bankruptcy and suspension of payment proceedings in the Indonesian Commercial Courts. We also represent clients during winding up and/or restructuration process.





## Arbitration

We deal with arbitration in all areas of the law including commercial, construction, mining, maritime and shipping.

We acted for clients in international and domestic arbitration tribunals including the ICC arbitration, Singapore International Arbitration Centre (SIAC) and Indonesian National Board of Arbitration or Badan Arbitrase Nasional Indonesia (BANI).

Our arbitration practice also covers enforcement of arbitral award supported by our close cooperation with overseas law firms.



## Industrial Relations Disputes

We advise and represent clients in all stages of mandatory industrial relations dispute resolution mechanism in Indonesia starting from the bipartite employer-employee negotiation, mediation at the relevant manpower authorities to litigation in the Industrial Relations Court.

Industrial relations disputes relating to outsourcing contracts, employment termination and employment rights are amongst the main issues that we have dealt with.





## Practice Areas

- General Civil Disputes
- Commercial Litigation
- Maritime & Shipping Disputes
- Bankruptcy & Insolvency
- Arbitration
- Industrial Relations Disputes

## Profile

Immanuel is co-founder of Indrawan Darsyah Santoso. He oversees the dispute resolution and litigation practice of the firm. His practice focuses on commercial cases typically arising from high-value commercial agreements and transactions. Immanuel also has a specialization in handling maritime and shipping disputes.

Immanuel has acted at all levels of trial in Indonesian courts including District Courts (for general disputes), Commercial Courts (for bankruptcy and suspension of payments), and Industrial Relations Courts (for employment disputes), defending Indonesian and international clients in cases relating to debt recovery, torts, insolvency, maritime and shipping, insurance, and other business-related contentious matters. He also acted for clients in domestic and international arbitration.

Immanuel started his legal practice as a pupil in 2004 at a prominent litigation law firm in Jakarta and admitted to the bar in 2007. Before co-founded Indrawan Darsyah Santoso, he practiced law with one of the largest law firms in Indonesia where he helped to establish dispute resolution practice of that firm. Aside from practising law, Immanuel has a substantial interest on legal academic. He occasionally invited to give lectures and speak at various forums.

Immanuel is a registered receiver/administrator for bankruptcy and suspension of payments in Indonesia. He is also a registered foreign lawyer at the Singapore International Commercial Court (SICC).

## Education

- University of Indonesia (S.H.)
- University of Groningen, the Netherlands (LL.M.)

## Admissions/Memberships

- Indonesian Advocates Association (PERADI)
- Chartered Institute of Arbitrators (CIArb)
- Association of Indonesian Receivers and Administrators (AKPI)

## Languages

- Bahasa Indonesia
- English







## Practice Areas

- Capital Markets
- Mergers & Acquisitions
- General Corporate Practice & Advisory Work
- Foreign Direct Investments

## Profile

Barli's strength lies in a mix of deep expertise with over 15 years of experience covering the whole spectrum of equity and debt transactions including IPOs, international securities offerings, tender offers and offerings of shelf registration bonds. Barli also has advised buyers and targets on the Indonesian law aspects of mergers and acquisitions, including reverse takeovers.

His practice also encompasses joint ventures and corporate governance. He routinely advises the boards and management of public and securities companies, as well as investors, in all aspects of compliance with securities laws and regulations in Indonesia. This includes related party transaction disclosure requirements, general meeting of shareholders, substantial shareholding disclosures, broker-dealer compliance, and exchange listing and compliance requirements.

He has established close working relationship with many prominent local underwriters and international investment banks, and thrives on handling transactions with challenging timeline and complex structure. Whatever regulatory issues that clients face, he understands that legal solutions should protect opportunities and create incentives. His deep understanding of how the Indonesian markets operate is key in advising clients navigate through the ongoing market conditions with a view to achieving the desired outcomes.

## Education

- University of Indonesia (S.H.)
- Tilburg University, the Netherlands (LL.M.)

## Admissions/Memberships

- Indonesian Advocates Association (PERADI)
- Association of Capital Market Legal Consultants (HKHPM)

## Languages

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## Practice Areas

- Mergers & Acquisitions
- Foreign Direct Investments
- Financing & Securitization
- Real Estate
- Commercial Contract
- General Corporate Practice & Advisory Work
- Agribusiness
- Employment

## Profile

Eric is one of the Partners leading the Corporate & Securities practice of the firm. His extensive knowledge of a broad range of business sectors – coupled with his breadth of experience – give him an in-depth understanding of various legal issues normally dealt with when doing business in Indonesia. With a passion for the job, he is used to digging deep into complex issues and providing the insight needed to find practical solutions.

He understands that clients want clear advice – however complex the issues – and that prompt response and direct accessibility are most valued. When dealing with the legal issues at hand, he is every bit enthused in understanding exactly the aims of the client and draws on his critical thinking and pragmatic approach to deliver client-focused advice. Clients also benefit from Eric's responsiveness and unerring eye for detail.

Eric advises clients on a wide range of corporate work in different sectors, covering domestic and cross-border transactions and sector-specific advisory work. His client portfolio includes multinationals, brand owners, private equity businesses, and financial investors.

He is widely known for his skills in drafting and negotiating commercial contracts, entrusted by clients to take the forefront in often challenging and time-pressured transactions. He regularly acts as counsel in M&A transactions, joint ventures, e-commerce operations, real estate purchase and disposal, as well as financing & securitization deals.

## Education

- University of Indonesia (S.H.)

## Admissions/Memberships

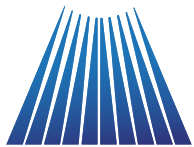
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