



"Interregional Distribution Grid Company of Centre", Joint-Stock Company

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MINUTES

of the meeting of the Committee for Audit
of the Board of Directors of IDGC of Centre
(in the form of joint presence)

April 23, 2013

Moscow

No. 06/13

Form of the meeting: joint presence.

Time of the meeting: 15 hours 00 minutes – 15 hours 50 minutes.

Total number of members of the Committee for Audit: 6 persons.

Participants of the voting: A.V. Kazachenkov, D.V. Kulikov, A.V. Shevchuk.

The written opinion (questionnaire) of the following members was taken into account while defining the results: D.I. Romeyko, O.V. Shatokhina, R.A. Filkin.

Members who neither participated nor provided questionnaires: none.

The quorum is present.

Absence of objections concerning the materials and draft decisions from I.A. Alimuradova, O.V. Popova, experts of the Committee for Audit of the Board of Directors of the Company, was taken into account.

Date of the minutes: 23.04.2013.

This meeting of the Committee for Audit was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Committee for Audit was chaired by Chairman of the Committee for Audit Andrey Valentinovich Kazachenkov.

The following persons were present:

E.V. Kabanova – Head of Electric Energy Delivery Department of IDGC of Centre.

O.V. Popova – Member of the Audit Commission of IDGC of Centre, Head of Internal Audit Section of the Department for Internal Audit and Risk Management of Russian Grids.

S.Y. Rummyantsev – Acting General Director for Economy and Finance of IDGC of Centre.

M.Z. Siukaeva – Senior Manager of ZAO KPMG.

L.A. Sklyarova - Chief Accountant – Head of Financial and Tax Accounting and Reporting Department of IDGC of Centre.

T.E. Titova – Deputy Director of ZAO KPMG.

O.V. Tkacheva – Member of the Management Board, Deputy General Director for Corporate Governance of IDGC of Centre.

S.V. Shpakova – Acting Head of Internal Audit and Risk Management Department of IDGC of Centre.

At the beginning of the meeting Chairman of the Committee for Audit, A.V. Kazachenkov, informed the audience about the presence of a quorum for the meeting of the Committee, opened the meeting and announced the agenda for the meeting.

AGENDA:

- 1.** Consideration of the annual financial (accounting) statements of the Company under RAS for 2012.
- 2.** On submittal to the Committee for Audit a report of an external auditor on the main issues of the financial statements under RAS for 2012.
- 3.** Consideration of Auditor's Opinion on the financial statements of the Company under RAS for 2012.
- 4.** Consideration of the financial statements of the Company under IFRS for 2012.
- 5.** On submittal to the Committee for Audit a report of an external auditor on the main issues of the financial statements under IFRS for 2012.
- 6.** On submittal to the Board of Directors the nominated Auditor of the Company for approval to audit the financial (accounting) statements for 2013 prepared in accordance with RAS.

Item 1: Consideration of the annual financial (accounting) statements of the Company under RAS for 2012.

Speaker - L.A. Sklyarova - Chief Accountant – Head of Financial and Tax Accounting and Reporting Department of IDGC of Centre.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

In discussing the report the questions were received from A.V. Kazachenkov, A.V. Shevchuk.

The explanations and answers to the questions were given by: L.A. Sklyarova, T.E. Titova.

After the discussion the Committee's members proceeded to vote.

Decision:

To recommend to the Board of Directors of the Company tentatively to approve the annual financial (accounting) statements of the Company under RAS for 2012 and submit them to be approved by the Company's Annual General Shareholders' Meeting.

Voting results:

Andrey Valentinovich Kazachenkov - «FOR»

Denis Viktorovich Kulikov - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

Dmitry Igorevich Romeyko - «FOR»

Roman Alexeevich Filkin - «FOR»

Oxana Vladimirovna Shatokhina - «FOR»

Total:

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2: On submittal to the Committee for Audit a report of an external auditor on the main issues of the financial statements under RAS for 2012.

Speaker – T.E. Titova - Deputy Director of ZAO KPMG.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

In discussing the report the questions were received from A.V. Kazachenkov, A.V. Shevchuk.

The explanations and answers to the questions were given by: T.E. Titova.

After the discussion the Committee's members proceeded to vote.

Decision:

To take into consideration the report of the external auditor - ZAO KPMG on the main issues of the financial statements of IDGC of Centre under RAS for 2012.

Voting results:

Andrey Valentinovich Kazachenkov - «FOR»

Denis Viktorovich Kulikov - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

Dmitry Igorevich Romeyko - «FOR»

Roman Alexeevich Filkin - «FOR»

Oxana Vladimirovna Shatokhina - «FOR»

Total:

«FOR» - «6»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.**Item 3: Consideration of Auditor's Opinion on the financial statements of the Company under RAS for 2012.**

Speaker - L.A. Sklyarova - Chief Accountant – Head of Financial and Tax Accounting and Reporting Department of IDGC of Centre.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

In discussing the report the questions were received from A.V. Kazachenkov, A.V. Shevchuk.

The Committee's members proceeded to vote without any discussion.

Decision:

1. To approve the Auditor's Opinion of ZAO KPMG on the annual financial (accounting) statements of the Company under RAS for 2012 dated from 04.03.2013 according to Appendix #1 to this decision of the Committee for Audit.

2. To submit the assessment results of the Auditor's Opinion to the Board of Directors of the Company.

3. To recommend to the Board of Directors of the Company to include the results of the assessment of the Auditor's Opinion dated from 04.03.2013 in the list of materials to be provided to persons eligible to participate in the Annual General Shareholders' Meeting of the Company.

Voting results:

Andrey Valentinovich Kazachenkov - «FOR»

Denis Viktorovich Kulikov - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

Dmitry Igorevich Romeyko - «FOR»

Roman Alexeevich Filkin - «FOR»

Oxana Vladimirovna Shatokhina - «FOR»

Total:

«FOR» - «6»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.**Item 4: Consideration of the financial statements of the Company under IFRS for 2012.**

Speaker - L.A. Sklyarova - Chief Accountant – Head of Financial and Tax

Accounting and Reporting Department of IDGC of Centre.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

In discussing the report the questions were received from A.V. Kazachenkov, A.V. Shevchuk.

The explanations and answers to the questions were given by: L.A. Sklyarova, Titova T.E.

After the discussion the Committee's members proceeded to vote.

Decision:

To take into consideration the consolidated financial statements of the Company under IFRS for 2012.

Voting results:

Andrey Valentinovich Kazachenkov - «FOR»

Denis Viktorovich Kulikov - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

Dmitry Igorevich Romeyko - «FOR»

Roman Alexeevich Filkin - «FOR»

Oxana Vladimirovna Shatokhina - «FOR»

Total:

«FOR» - «6»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

Item 5: On submittal to the Committee for Audit a report of an external auditor on the main issues of the financial statements under IFRS for 2012.

Speaker – T.E. Titova - Deputy Director of ZAO KPMG.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

In discussing the report the questions were received from A.V. Kazachenkov, A.V. Shevchuk.

The explanations and answers to the questions were given by: T.E. Titova.

After the discussion the Committee's members proceeded to vote.

Decision:

To take into consideration the report of the external auditor - ZAO KPMG on the main issues of the financial statements under IFRS for 2012.

Voting results:

Andrey Valentinovich Kazachenkov - «FOR»

Denis Viktorovich Kulikov - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

Dmitry Igorevich Romeyko - «FOR»

Roman Alexeevich Filkin - «FOR»

Oxana Vladimirovna Shatokhina - «FOR»

Total:

«FOR» - «6»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

Item 6: On submittal to the Board of Directors the nominated Auditor of the Company

for approval to audit the financial (accounting) statements for 2013 prepared in accordance with RAS.

Speaker - S.V. Shpakova - Acting Head of Internal Audit and Risk Management Department of IDGC of Centre.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

In discussing the report the questions were received from A.V. Kazachenkov, A.V. Shevchuk.

The explanations and answers to the questions were given by: S.V. Shpakova.

After the discussion the Committee's members proceeded to vote.

Decision:

1. To recognize that the nominated Auditor - ZAO KPMG (a member of the self-regulatory organization of Auditors - Non-Profit Partnership "The Audit Chamber of Russia" (Registration No. 10301000804)) meets the requirements of independence.
2. To recommend to the Board of Directors of the Company to submit the nomination of ZAO KPMG for approval by the Annual General Shareholders' Meeting of the Company as the Auditor of IDGC of Centre to audit the financial (accounting) statements for 2013 prepared in accordance with RAS.

Voting results:

Andrey Valentinovich Kazachenkov - «FOR»

Denis Viktorovich Kulikov - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

Dmitry Igorevich Romeyko - «FOR»

Roman Alexeevich Filkin - «FOR»

Oxana Vladimirovna Shatokhina - «FOR»

Total:

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

The agenda of the meeting of the Committee for Audit of the Board of Directors of the Company 23.04.2013 was exhausted.

The meeting of the Committee for Audit was adjourned.

**Chairman of the Committee for Audit
of the Board of Directors of IDGC of Centre**

A.V. Kazachenkov

**Secretary of the Committee for Audit
of the Board of Directors of IDGC of Centre**

S.V. Lapinskaya