

“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 absent voting)

August 31, 2012 Moscow No. 11/12

Form of the meeting: **absent voting.**

Total number of members of the Committee for Audit: **7 persons.**

Participants of the voting: **A.V. Demidov, A.A. Popov, A.G. Starchenko, N.A. Umanets, A.V. Shevchuk.**

Members who did not provide questionnaires: M.M. Saukh, R.A. Filkin.

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: 31.08.2012.

AGENDA:

1. Consideration of the financial (accounting) statements of the Company under RAS for 1H 2012.
2. Consideration of the report «On the results of the execution of the activities, performed by the Department of internal audit and risk management of IDGC of Centre in 2Q 2012».
3. Consideration of the information «On the implementation status of the documents aimed at improvement and development of internal control, audit and risk management of the Company in 2Q 2012».
4. Consideration of the nomination of the external auditor of the Company to perform audit of the financial (accounting) statements of the Company under IFRS for 2012.

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

**Decision:**

To take into consideration the financial (accounting) statements of the Company under RAS for 1H 2012.

**Voting results:**

**Alexey Vladimirovich Demidov - «FOR»**

**Alexander Albertovich Popov - «FOR»**

**Alexander Grigoryevich Starchenko - «FOR»**

**Natalia Anatolyevna Umanets - «FOR»**

**Alexander Viktorovich Shevchuk - «FOR»**

**Total:**

|  |  |
| --- | --- |
| «FOR» | - «5» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

**Decision is taken.**

**Item 2: Consideration of the report «On the results of the execution of the activities, performed by the Department of internal audit and risk management of IDGC of Centre in 2Q 2012».**

**Decision:**

To take into consideration the report «On the results of the execution of the activities, performed by the Department of internal audit and risk management of IDGC of Centre in 2Q 2012» in accordance with Appendix # 1 to this decision of the Committee for Audit of the Board of Directors of the Company.

**Voting results:**

**Alexey Vladimirovich Demidov - «FOR»**

**Alexander Albertovich Popov - «FOR»**

**Alexander Grigoryevich Starchenko - «FOR»**

**Natalia Anatolyevna Umanets - «FOR»**

**Alexander Viktorovich Shevchuk - «FOR»**

**Total:**

|  |  |
| --- | --- |
| «FOR» | - «5» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

**Decision is taken.**

**Item 3: Consideration of the information «On the implementation status of the documents aimed at improvement and development of internal control, audit and risk management of the Company in 2Q 2012».**

**Decision:**

1. To take into consideration the information «On the implementation status of the documents aimed at improvement and development of internal control, audit and risk management of the Company in 2Q 2012» in accordance with Appendix # 2 to this decision of the Committee for Audit of the Board of Directors of the Company.
2. To recommend General Director of the Company to organize:

2.1. the inclusion in the Work Plan of the Management Board of an item to approve the Report of owners of key business processes on risk management in IDGC of Centre, on a quarterly basis.

2.2. the performance of an analysis of internal regulations for compliance with the requirements of the Regulations for the control environment and the risks of business processes, approved by the Board of Directors of the Company. According to the analysis to adjust the plan to update the regulatory documents of the Company and to present to the Committee for Audit of the Board of Directors of the Company.

Deadline: November 15, 2012.

**Voting results:**

**Alexey Vladimirovich Demidov - «FOR»**

**Alexander Albertovich Popov - «FOR»**

**Alexander Grigoryevich Starchenko - «FOR»**

**Natalia Anatolyevna Umanets - «FOR»**

**Alexander Viktorovich Shevchuk - «FOR»**

**Total:**

|  |  |
| --- | --- |
| «FOR» | - «5» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

**Decision is taken.**

**Item 4: Consideration of the nomination of the external auditor of the Company to perform audit of the financial (accounting) statements of the Company under IFRS for 2012.**

**Decision:**

To admit that the nomination of the Auditor of the financial statements of IDGC of Centre under IFRS, as at and for the period ended December 31, 2012, ZAO KPMG, meets the requirements of independence.

**Voting results:**

**Alexey Vladimirovich Demidov - «FOR»**

**Alexander Albertovich Popov - «FOR»**

**Alexander Grigoryevich Starchenko - «FOR»**

**Natalia Anatolyevna Umanets - «FOR»**

**Alexander Viktorovich Shevchuk - «FOR»**

**Total:**

|  |  |
| --- | --- |
| «FOR» | - «5» |
| «AGAINST» | - «0» |
| «ABSTAINED» | - «0» |

**Decision is taken.**

**Appendices:**

1. The report «On the results of the execution of the activities, performed by the Department of internal audit and risk management of IDGC of Centre in 2Q 2012» (Appendix 1).

2. The information «On the implementation status of the documents aimed at improvement and development of internal control, audit and risk management of the Company in 2Q 2012» (Appendix 2).

**Chairman of the Committee for Audit**

**of the Board of Directors of IDGC of Centre A.V. Demidov**

**Secretary of the Committee for Audit**

**of the Board of Directors of IDGC of Centre S.V. Lapinskaya**