



"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 07, 2013

Moscow

No. 11/13

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

Total number of members of the Committee for Audit: **5 persons.**

Participants of the voting: **S.A. Demin, M.M. Saukh, R.A. Filkin, O.V. Shatokhina, A.V. Shevchuk.**

Members who did not provide 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: **08.08.2013.**

AGENDA:

1. Election of the Deputy Chairperson of the Committee for Audit of the Board of Directors of IDGC of Centre.
2. Election of the Secretary of the Committee for Audit of the Board of Directors of IDGC of Centre.
3. Election of an Expert of the Committee for Audit of the Board of Directors of IDGC of Centre.
4. Approval of the Work Plan of the Committee for Audit of the Board of Directors for 2013-2014.
5. Consideration of the nomination of the external auditor of the Company for the audit of the financial (accounting) statements of the Company for 2013, prepared in accordance with IFRS and recommendations to the Board of Directors of the Company on remuneration payable to the Company's auditor for the audit of the financial (accounting) statements of the Company for 2013, prepared in accordance with IFRS.
6. The results of the activities implementation in 2Q 2013 to comply with the requirements of the legislation on the control of insider information in IDGC of Centre.

Item 1: Election of the Deputy Chairperson of the Committee for Audit of the Board of Directors of IDGC of Centre.

Decision:

To elect Roman Alexeyevich Filkin as the Deputy Chairperson of the Committee for Audit of the Board of Directors of IDGC of Centre.

Voting results:

Sergey Alexandrovich Demin

- «FOR»

Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Item 2: Election of the Secretary of the Committee for Audit of the Board of Directors of IDGC of Centre.

Decision:

To elect Svetlana Vladimirovna Lapinskaya as the Secretary of the Committee for Audit of the Board of Directors of IDGC of Centre.

Voting results:

Sergey Alexandrovich Demin	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Item 3: Election of an Expert of the Committee for Audit of the Board of Directors of IDGC of Centre.

Decision:

To elect Igor Vladimirovich Shmakov - Head of Control and Risk Office of Internal Audit and Control Department of JSC "Russian Grids" to participate in the work of the Committee for Audit as an expert.

Voting results:

Sergey Alexandrovich Demin	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Item 4: Approval of the Work Plan of the Committee for Audit of the Board of Directors for 2013-2014.

Decision:

To approve the Work Plan of the Committee for Audit of the Board of Directors of IDGC of Centre for 2013-2014 in accordance with Appendix # 1 to this decision of the Committee for Audit of the Board of Directors of the Company.

Voting results:

Sergey Alexandrovich Demin	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Item 5: Consideration of the nomination of the external auditor of the Company for the audit of the financial (accounting) statements of the Company for 2013, prepared in accordance with IFRS and recommendations to the Board of Directors of the Company on remuneration payable to the Company's auditor for the audit of the financial (accounting) statements of the Company for 2013, prepared in accordance with IFRS.

Decision:

1. To recognize that the nomination of the Auditor of financial statements of IDGC of Centre, prepared in accordance with IFRS, as at and for the period ending December 31, 2013, ZAO "KPMG" meets the requirements of independence.
2. To recommend to the Board of Directors of the Company to determine the amount of remuneration of the auditor of the Company - ZAO "KPMG" - for the audit of the financial (accounting) statements of the Company for 2013, prepared in accordance with IFRS for the year ending December 31, 2013 in the amount of 4 425 000,00 (Four million four hundred five thousand) rubles 00 kopecks, including VAT (18%).

Voting results:

Sergey Alexandrovich Demin	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Item 6: The results of the activities implementation in 2Q 2013 to comply with the requirements of the legislation on the control of insider information in IDGC of Centre.

Decision:

1. To approve the report «The results of the activities implementation in 2Q 2013 to comply with the requirements of the legislation on the control of insider information in IDGC of Centre» in accordance with Appendix # 2 to this decision of the Committee for Audit of the Board of Directors of the Company.
2. To recommend to the Board of Directors of the Company to take the following decision:
« To approve the report «The results of the activities implementation in 2Q 2013 to comply with the requirements of the legislation on the control of insider information in IDGC of Centre in accordance with the Appendix».

Voting results:

Sergey Alexandrovich Demin	- «FOR»
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Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Appendices:

1. The Work Plan of the Committee for Audit of the Board of Directors of IDGC of Centre for 2013-2014 (Appendix # 1).
2. The report «The results of the activities implementation in 2Q 2013 to comply with the requirements of the legislation on the control of insider information in IDGC of Centre» (Appendix # 2).

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

O.V. Shatokhina

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

S.V. Lapinskaya