

“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)

November 15, 2011

Moscow

No. 20/11

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

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

Participants of the voting: **A.Y. Perepelkin, M.Y. Kurbatov, A.A. Popov, A.V. Sergutin, A.G. Starchenko, R.A. Filkin, 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: 15.11.2011.

AGENDA:

1. 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 3Q 2011».

2. Consideration of the financial (accounting) statements of the Company for 9 months 2011, prepared in accordance with RAS.

3. Consideration of the report of an independent appraiser to determine the market value of immovable property, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy, located at the address: Belgorod region, Belgorod, Preobrazhenskaya street.

Item 1: 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 3Q 2011».

Decision:

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 3Q 2011» in accordance with Appendix # 1 to this decision of the Committee for Audit of the Board of Directors of the Company.

Voting results:

Alexey Yuryevich Perepelkin	- «FOR»
Alexey Vladimirovich Sergutin	- «FOR»
Mikhail Yurievich Kurbatov	- «FOR»
Alexander Albertovich Popov	- «FOR»

Alexander Grigoryevich Starchenko - «FOR»
Roman Alexeevich Filkin - «FOR»
Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2: Consideration of the financial (accounting) statements of the Company for 9 months 2011, prepared in accordance with RAS.

Decision:

To take into consideration the financial (accounting) statements of the Company for 9 months 2011, prepared in accordance with RAS.

Voting results:

Alexey Yuryevich Perepelkin - «FOR»
Alexey Vladimirovich Sergutin - «FOR»
Mikhail Yurievich Kurbatov - «FOR»
Alexander Albertovich Popov - «FOR»
Alexander Grigoryevich Starchenko - «FOR»
Roman Alexeevich Filkin - «FOR»
Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 3: Consideration of the report of an independent appraiser to determine the market value of immovable property, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy, located at the address: Belgorod region, Belgorod, Preobrazhenskaya street.

Decision:

1. To take into consideration the report of the independent appraiser ZAO TPK «PSV» dated from 01.07.2011 # 249/3100/10145/11 on determination of the market value of real estate, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy – land lot, located at the address: Belgorod region, Belgorod, Preobrazhenskaya street, in the amount of 613 400 (six hundred and thirteen thousand four hundred) rubles and 00 kopecks (VAT is not provided).

2. To recommend the members of the Board of Directors of IDGC of Centre while determining the market value of real estate, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy – land lot, located at the address: Belgorod region, Belgorod, Preobrazhenskaya street, to follow the report of the independent appraiser ZAO TPK «PSV» dated from 01.07.2011 # 249/3100/10145/11.

Voting results:

Alexey Yuryevich Perepelkin - «FOR»
Alexey Vladimirovich Sergutin - «FOR»
Mikhail Yurievich Kurbatov - «FOR»
Alexander Albertovich Popov - «FOR»
Alexander Grigoryevich Starchenko - «FOR»
Roman Alexeevich Filkin - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «7»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Appendix:

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 3Q 2011» (Appendix 1).

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

A.Y. Perepelkin

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

S.V. Lapinskaya