



“INTERREGIONAL DISTRIBUTION GRID COMPANY OF CENTRE”, PUBLIC JOINT-STOCK COMPANY

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PSRN 1046900099498 TIN 6901067107

**MINUTES**  
of the meeting of the Audit Committee  
of the Board of Directors of IDGC of Centre, PJSC  
(in the form of joint presence)

14 September 2015

Moscow

No. 10/15

**Form of the meeting:** joint presence.

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

**Place of the meeting:** Moscow, 2nd Yamskaya, 4, floor 5, office 507.

**Time of the meeting:** 16 hours 05 minutes – 17 hours 03 minutes.

**Participants of the voting:** Y.N. Pankstyanov, T.P. Dronova, D.A. Malkov, M.M. Saukh, R.A. Filkin, N.I. Erpsher.

**The written opinion (questionnaire) of the following members was taken into account while defining the results:** A.V. Shevchuk.

**Members who neither participated nor provided questionnaires:** none.

**The quorum** is present.

**Date of the minutes:** 15.09.2015.

The Expert conclusion of the expert of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC M.A. Lelekova was taken into account at drawing up of the minutes.

The meeting of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC was opened by Deputy Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC N.I. Erpsher, and it was continued by Chairperson of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC Y.N. Pankstyanov.

**The following invited representatives of the management of PJSC “Rosseti” - the expert of the Audit Committee of the Board of Directors of IDGC of Centre, PJSC - were present:**

M.A. Lelekova - Director of Internal Audit and Control Department

**The following invited representatives of the management of IDGC of Centre, PJSC were present:**

I.V. Gromova - Deputy General Director for Human Resources and Organizational Design.

E.V. Kabanova – Deputy General Director for Development and Sale of Services.

R.P. Mitrofanov – Deputy General Director for Capital Construction

K.A. Mikhailik – First Deputy General Director

A.V. Pilyugin – First Deputy General Director – Chief Engineer

S.Y. Rummyantsev – Deputy General Director for Economy and Finance

D.V. Sklyarov – Deputy General Director for Investment.

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

O.A. Kharchenko - Acting Deputy General Director for Corporate Governance  
S.V. Shpakova – Head of Internal Audit and Control Department.

After the announcement of a quorum regarding the agenda items, the meeting of the Audit Committee was called to order.

**AGENDA:**

1. Consideration of financial (accounting) statements of the Company for 6 months of 2015, prepared in accordance with RAS.

2. Consideration of the report of the Internal Audit and Control Department of the Company «On execution of the Work Plan for 6 months of 2015 and the internal audit performance».

3. Consideration of the report of the Company’s management «On the implementation of the Plans of corrective actions to address the deficiencies identified within 6 months of 2015 by the Company’s internal audit and external control and supervision bodies, the Company’s Audit Commission».

4. Consideration of the report of General Director of the Company «On management of the Company’s key operational risks in 1H 2015».

**Item 1. Consideration of financial (accounting) statements of the Company for 6 months of 2015, prepared in accordance with RAS.**

**Decision taken at the meeting:**

1. To take into consideration the interim accounting (financial) statements of IDGC of Centre, PJSC for 6 months of 2015, prepared in accordance with RAS, in accordance with Appendix # 1.

2. Secretary of the Audit Committee to provide information to the Board of Directors of the Company on the main trends in changes of the financial position of the Company for 6 months of 2015, taking into account the data of accounting (financial) statements, prepared under RAS, in accordance with Appendix # 2.

**Voting results under the decision draft, announced at the meeting:**

**Tatiana Petrovna Dronova** - «FOR»

**Denis Alexandrovich Malkov** - «FOR»

**Yury Nikolayevich Pankstyanov** - «FOR»

**Maxim Mikhailovich Saukh** - «FOR»

**Roman Alexeyevich Filkin** - «FOR»

**Natalia Ilyinichna Erpsher** - «FOR»

**Voting results by filling in the questionnaires:**

**Alexander Viktorovich Shevchuk** - «FOR»

**Total:**

«FOR» - «7»

«AGAINST» - «0»

«ABSTAINED» - «0»

**Decision is taken.**

**Item 2. Consideration of the report of the Internal Audit and Control Department of the Company «On execution of the Work Plan for 6 months of 2015 and the internal audit performance».**

**Decision taken at the meeting:**

1. To approve the report of the Internal Audit and Control Department of IDGC of Centre, PJSC on the execution of the Work Plan for 1H 2015 in accordance with Appendix #3.

2. To recommend to Head of the Internal Audit and Control Department to eliminate unregulated cancellation of activities of the Work Plan approved by the Audit Committee of the Board of

Directors of the Company. If necessary, to initiate a review by the Audit Committee of adjustments to the Work Plan of the Internal Audit and Control Department.

**Voting results under the decision draft, announced at the meeting:**

<b>Tatiana Petrovna Dronova</b>	- «FOR»
<b>Denis Alexandrovich Malkov</b>	- «FOR»
<b>Yury Nikolayevich Pankstyanov</b>	- «FOR»
<b>Maxim Mikhailovich Saukh</b>	- «FOR»
<b>Roman Alexeyevich Filkin</b>	- «FOR»
<b>Natalia Ilyinichna Erpsher</b>	- «FOR»

**Voting results by filling in the questionnaires:**

<b>Alexander Viktorovich Shevchuk</b>	- «FOR»
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**Total:**

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

**Decision is taken.**

**Item 3. Consideration of the report of the Company's management «On the implementation of the Plans of corrective actions to address the deficiencies identified within 6 months of 2015 by the Company's internal audit and external control and supervision bodies, the Company's Audit Commission».**

**Decision taken at the meeting:**

To take into consideration the report of the Company's management «On the implementation of the Plans of corrective actions to address the deficiencies identified within 6 months of 2015 by the Company's internal audit and external control and supervision bodies, the Company's Audit Commission» in accordance with Appendix #4.

**Voting results under the decision draft, announced at the meeting:**

<b>Tatiana Petrovna Dronova</b>	- «FOR»
<b>Denis Alexandrovich Malkov</b>	- «FOR»
<b>Yury Nikolayevich Pankstyanov</b>	- «FOR»
<b>Maxim Mikhailovich Saukh</b>	- «FOR»
<b>Roman Alexeyevich Filkin</b>	- «FOR»
<b>Natalia Ilyinichna Erpsher</b>	- «FOR»

**Voting results by filling in the questionnaires:**

<b>Alexander Viktorovich Shevchuk</b>	- «FOR»
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**Total:**

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

**Decision is taken.**

**Item 4. Consideration of the report of General Director of the Company «On management of the Company's key operational risks in 1H 2015».**

**Decision taken at the meeting:**

1. To take into consideration the report of General Director of the Company «On the management of the Company's key operational risks in 1H 2015» in accordance with Appendix #5.
2. To note poor detailed elaboration of activities for the Company's risk management.
3. To recommend to General Director of the Company:
  - 3.1. To provide detailed elaboration of activities for the Company's risk management, scheduled for 2015;
  - 3.2. To ensure implementation of measures for management of key operational risks of the

Company, scheduled for 2015, including the priority actions for management of the following risks:

- KOR-003 "The risk of deviation of the number of grid connections compared with the value set in the Business Plan;
- KOR-007 "The risk of deviation of overdue receivables from the value set in the Business Plan",

as well as measures to minimize the consequences of the risks caused by external factors.

**Voting results under the decision draft, announced at the meeting:**

<b>Tatiana Petrovna Dronova</b>	- «FOR»
<b>Denis Alexandrovich Malkov</b>	- «FOR»
<b>Yury Nikolayevich Pankstyanov</b>	- «FOR»
<b>Maxim Mikhailovich Saukh</b>	- «FOR»
<b>Roman Alexeyevich Filkin</b>	- «FOR»
<b>Natalia Ilyinichna Erpsher</b>	- «FOR»

**Voting results by filling in the questionnaires:**

<b>Alexander Viktorovich Shevchuk</b>	- «FOR»
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**Total:**

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

**Decision is taken.**

**Appendices:**

1. The interim accounting (financial) statements of IDGC of Centre, PJSC for 6 months of 2015, prepared in accordance with RAS (Appendix # 1).
2. The main trends in changes of the financial position of the Company for 6 months of 2015, taking into account the data of accounting (financial) statements, prepared under RAS (Appendix # 2).
3. The report of the Internal Audit and Control Department of IDGC of Centre, PJSC «On execution of the Work Plan for 1H 2015 and the internal audit performance» (Appendix # 3).
4. The report of the Company's management «On the implementation of the Plans of corrective actions to address the deficiencies identified within 6 months of 2015 by the Company's internal audit and external control and supervision bodies, the Company's Audit Commission» (Appendix #4).
5. The report of General Director of the Company «On the management of the Company's key operational risks in 1H 2015» (Appendix # 5).

**Chairperson of the Audit Committee  
of the Board of Directors of IDGC of Centre, PJSC**

**Y.N. Pankstyanov**

**Secretary of the Audit Committee  
of the Board of Directors of IDGC of Centre, PJSC**

**S.V. Lapinskaya**