

“Interregional Distribution Grid Company of Centre”, Joint-Stock Company

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4/2 Glukharev Lane, Moscow, 129090  
Tel.: reception +7(495) 747 92 90, +7(495) 747 92 96, contact centre: +7 (495) 747 92 92,  
direct power hot line: 8 800 50 50 115, hot line: 8 800 100 9000;  
Fax: +7(495) 747 92 95, e-mail: [posta@mrsk-1.ru](mailto:posta@mrsk-1.ru), <http://www.mrsk-1.ru>  
Primary State Registration Number (OGRN) 1046900099498  
Taxpayer Identification Code (INN) 6901067107

### MINUTES

of the meeting of the Committee for Audit  
of the Board of Directors of IDGC of Centre  
(in the form of absent voting)

March 29, 2012

Moscow

No. 03/12

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

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

Participants of the voting: **A.Y. Perepelkin, A.V. Sergutin, M.Y. Kurbatov, A.A. Popov, 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: 30.03.2012.

### AGENDA:

1. 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 - petrol-filling station, located at the address: Bryansk region, Bryansk, Volodarsky district, in the vicinity of the substation «Mashzavod».
2. Consideration of the financial (accounting) statements of the Company under RAS for 2011.
3. On assessment of the Company's Auditor's Opinion on the financial (accounting) statements of the Company under RAS for 2011.
4. On submittal to the Committee for Audit a report of an external auditor on the main issues of the financial statements under RAS for 2011.

**Item 1: Consideration of the report of an independent appraiser to determine the market value of the immovable property, which constitutes the fixed assets that are not used for generation, transmission, dispatch and distribution of electrical and heat energy - petrol-filling station, located at the address: Bryansk region, Bryansk, Volodarsky district, in the vicinity of the substation «Mashzavod».**

### Decision:

1. To take into consideration the report of the independent appraiser “Legal Agency YURKON” LLC dated from 27.10.2011 #1007-1/11 on determination of the market value of the immovable property - petrol-filling station, located at the address: Bryansk region, Bryansk, Volodarsky district, in the vicinity of the substation «Mashzavod», in the amount of 3 004 600 (Three million four thousand six hundred) rubles 00 kopecks (excluding 18% VAT).
2. To recommend the members of the Board of Directors of IDGC of Centre while determining the market value of the immovable property - petrol-filling station, located at the address: Bryansk region, Bryansk, Volodarsky district, in the vicinity of the substation «Mashzavod», to follow the report of the

independent appraiser "Legal Agency YURKON" LLC dated from 27.10.2011 #1007-1/11.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 2: Consideration of the financial (accounting) statements of the Company under RAS for 2011.**

**Decision:**

To recommend the Board of Directors of the Company tentatively to approve the annual accounting statements of the Company for 2011 and submit them to be approved by the Company's Annual General Shareholders' Meeting.

**Voting results:**

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

**Total:**

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

**Decision is taken.**

**Item 3: On assessment of the Company's Auditor's Opinion on the financial (accounting) statements of the Company under RAS for 2011.**

**Decision:**

1. To approve the Auditor's Opinion RSM Top-Audit LLC on the accounting statements of the Company for 2011 dated from 29.02.2012 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 the Board of Directors of the Company to include the results of the assessment of the Auditor's Opinion dated from 29.02.2012 in the list of materials to be provided to persons eligible to participate in the Annual General Meeting of Shareholders of the Company.

**Voting results:**

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

**Total:**

|           |       |
|-----------|-------|
| «FOR»     | - «7» |
| «AGAINST» | - «0» |

«ABSTAINED»

- «0»

**Decision is taken.**

**Item 4: On submittal to the Committee for Audit a report of an external auditor on the main issues of the financial statements under RAS for 2011.**

**Decision:**

To take into consideration the report of the external auditor - RSM Top-Audit LLC on the main issues of the financial statements of IDGC of Centre under RAS for 2011.

**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 Auditor's Opinion RSM Top-Audit LLC on the accounting statements of the Company for 2011 dated from 29.02.2012 (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**