



"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 joint presence)

June 03, 2013

Moscow

No. 08/13

Form of the meeting: joint presence.

Time of the meeting: 15 hours 00 minutes – 15 hours 55 minutes.

Total number of members of the Committee for Audit: 6 persons.

Participants of the voting: A.V. Kazachenkov, R.A. Filkin, A.V. Shevchuk.

The written opinion (questionnaire) of the following members was taken into account while defining the results: D.V. Kulikov, D.I. Romeyko, O.V. Shatokhina.

Members who neither participated nor provided 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: 06.06.2013.

This meeting of the Committee for Audit was audiotaped (hereinafter – the Committee), which is stored in the materials to the meeting of the Committee.

The meeting of the Committee for Audit was chaired by Chairman of the Committee for Audit Andrey Valentinovich Kazachenkov.

The following persons were present:

Kabanova E.V. – Head of Electric Energy Delivery Department of IDGC of Centre.

Rumyantsev S.Y. – Deputy General Director for Economy and Finance of IDGC of Centre.

Sklyarova L.A. – Chief Accountant – Head of Financial and Tax Accounting and Reporting Department of IDGC of Centre.

Tkacheva O.V. – Member of the Management Board, Deputy General Director for Corporate Governance of IDGC of Centre.

Sharkova Y.E. – Member of the Management Board, Deputy General Director for Development and Sale of Services.

Shpakova S.V. – Acting Head of Internal Audit and Risk Management Department of IDGC of Centre.

At the beginning of the meeting Chairman of the Committee for Audit, A.V. Kazachenkov, informed the audience about the presence of a quorum for the meeting of the Committee, opened the meeting and announced the agenda for the meeting.

AGENDA:

- 1.** On preliminary approval of the nomination for the position of Head of Internal Audit and Risk Management Department of IDGC of Centre.
- 2.** Consideration of the financial (accounting) statements of the Company, prepared in accordance with RAS, for the 1st quarter of 2013.
- 3.** Consideration of the information of IDGC of Centre «On the results of performing the functions of Suppliers of last resort by the Company's branches for the period from January to April 2013».

Item 1: On preliminary approval of the nomination for the position of Head of Internal Audit and Risk Management Department of IDGC of Centre.

Speaker – Gromova I.V. – Acting HR Director – Head of HR and Organizational Design Department.

Co-Speaker - Shpakova S.V. - Acting Head of Internal Audit and Risk Management Department of IDGC of Centre.

In discussing the report the questions were received from Kazachenkov A.V.

The explanations and answers to the questions were given by: Shpakova S.V.

After the discussion the Committee's members proceeded to vote.

Decision:

To approve the nomination of Svetlana Valeryevna Spakova for the position of Head of Internal Audit and Risk Management Department of IDGC of Centre.

Voting results:

Andrey Valentinovich Kazachenkov - «FOR»

Roman Alexeevich Filkin - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

Denis Viktorovich Kulikov - «FOR»

Dmitry Igorevich Romeyko - «FOR»

Oxana Vladimirovna Shatokhina - «FOR»

Total:

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2: Consideration of the financial (accounting) statements of the Company, prepared in accordance with RAS, for the 1st quarter of 2013.

Speaker - Sklyarova L.A. – Chief Accountant – Head of Financial and Tax Accounting and Reporting Department of IDGC of Centre.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

In discussing the report the questions were received from Kazachenkov A.V., Filkin R.A., Shevchuk A.V.

The explanations and answers to the questions were given by: Sklyarova L.A., Rummyantsev S.Y.

Following the discussion of the materials, Chairman of the Committee for Audit, A.V. Kazachenkov, informed the Company's management in the future while reviewing in the form of joint presence the quarterly (accounting) statements of the Company prepared in accordance with RAS, to additionally provide information on the management accounting of revenue and cost of sales of electricity with allocation of the sum of the cost of electricity

delivery, broken down by the branches, which took up the functions of suppliers of last resort.

After the discussion the Committee's members proceeded to vote.

Decision:

1. To take into consideration the financial (accounting) statements of the Company, prepared in accordance with RAS, for the 1st quarter of 2013.
2. To inform members of the Committee for Audit on the results of preparing the financial (accounting) statements of the Company, prepared in accordance with RAS, for 6 or 9 months (depending on the outcome), on the situation to collect doubtful debt from Company Group "TNS-Energo" LLC.

Voting results:

Andrey Valentinovich Kazachenkov - «FOR»

Roman Alexeevich Filkin - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

Denis Viktorovich Kulikov - «FOR»

Dmitry Igorevich Romeyko - «FOR»

Oxana Vladimirovna Shatokhina - «FOR»

Total:

«FOR»	- «6»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 3: Consideration of the information of IDGC of Centre «On the results of performing the functions of Suppliers of last resort by the Company's branches for the period from January to April 2013».

Speaker – Sharkova Y.E. – Member of the Management Board, Deputy General Director for Development and Sale of Services of IDGC of Centre.

Co-Speaker - Rumyantsev S.Y. – Deputy General Director for Economy and Finance of IDGC of Centre.

The report (presentation) on the item is stored in the materials for the meeting of the Committee.

In discussing the report the questions were received from Kazachenkov A.V., Filkin R.A., Shevchuk A.V.

The explanations and answers to the questions were given by: Rumyantsev S.Y., Sharkova Y.E.

After the discussion the Committee's members proceeded to vote.

Decision:

1. To take into consideration the information of IDGC of Centre «On the results of performing the functions of Suppliers of last resort by the Company's branches for the period from January to April 2013».
2. To change the frequency of providing to the members of the Committee for Audit analytical reference on the implementation of cash flow budget for the retail activity and receivables management at the Company's branches taking up the functions of Suppliers of last resort from monthly to quarterly.

Voting results:

Andrey Valentinovich Kazachenkov - «FOR»

Roman Alexeevich Filkin - «FOR»

Alexander Viktorovich Shevchuk - «FOR»

Voting results by filling in the questionnaires:

Denis Viktorovich Kulikov - «FOR»

Dmitry Igorevich Romeyko - «FOR»

Oxana Vladimirovna Shatokhina - «FOR»

Total:

«FOR» - «6»

«AGAINST» - «0»

«ABSTAINED» - «0»

Decision is taken.

The agenda of the meeting of the Committee for Audit of the Board of Directors of the Company 03.06.2013 was exhausted.

The meeting of the Committee for Audit was adjourned.

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

A.V. Kazachenkov

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

S.V. Lapinskaya