



"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)

December 27, 2013

Moscow

No. 16/13

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

**Time of the meeting:** 10 hours 35 minutes – 11 hours 20 minutes.

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

**Participants of the voting:** O.V. Shatokhina, M.M. Saukh, A.V. Shevchuk.

**The written opinion (questionnaire) of the following members was taken into account while defining the results:** S.A. Demin, R.A. Filkin.

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

**The quorum** is present.

Absence of objections concerning the materials and draft decisions from I.V. Shmakov, an expert of the Committee for Audit of the Board of Directors of the Company, was taken into account while drawing up the minutes.

**Date of the minutes:** 27.12.2013.

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 Chairperson of the Committee for Audit Oxana Vladimirovna Shatokhina.

*The following representatives of JSC Russian Grids (regarding all items) were present):*

I.V. Shmakov – an expert of the Audit Committee of IDGC of Centre, Head of Risk and Control Office of Internal Audit and Control Department.

*The following representatives of the auditor - ZAO KPMG (regarding item # 2) were present:*

Tatiana Evgenyevna Titova - Deputy Director;  
Marina Zaurovna Siukaeva - Senior Manager.

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

Makar Andreevich Timofeev – Deputy General Director for Development and Sale of Services of IDGC of Centre;

Sergey Yuryevich Rummyantsev – Member of the Management Board, Deputy General Director for Economy and Finance of IDGC of Centre;

Olga Vladimirovna Tkacheva – Member of the Management Board, Deputy General Director for Corporate Governance of IDGC of Centre;

Inna Vitalyevna Gromova – Deputy General Director for Human Resources and Organizational Design of IDGC of Centre;

Lyudmila Alexeevna Sklyarova – Chief Accountant – Head of Financial and Tax

Accounting and Reporting Department of IDGC of Centre

Alina Khandadashevna Akhmedova – Legal Director of IDGC of Centre;

Yury Vladimirovich Minchenko – Adviser to General Director of IDGC of Centre;

Sergey Nikolayevich Sharapov – Head of Economic Security and Anti-corruption Office of IDGC of Centre;

Dmitry Vladimirovich Sklyarov – Head of Investment Department of IDGC of Centre;

Evgeny Alexandrovich Paschuk – Head of Department of Competition Policy and Purchasing Activity of IDGC of Centre;

Olga Alexandrovna Kharchenko – Director of Corporate Governance - Head of Corporate Governance and Interaction with Shareholders Department of IDGC of Centre;

Natalia Mikhailovna Novikova – Chief of Section for Audit and Expertise of IDGC of Centre.

At the beginning of the meeting the present members of the Committee were informed about the presence of a quorum for the meeting of the Committee, the meeting was opened and the adjusted agenda for the meeting was announced.

#### **AGENDA:**

1. Consideration of the report of IDGC of Centre «On elimination of violations and actions taken on the facts of significant violations identified during inspections of IDGC of Centre and its subsidiaries for 2012, and those identified following the results of 9 months of 2013».
2. On provision of comments to the Audit Committee made by the external auditor on the main issues of accounting (financial) statements of the Company for 9 months of 2013, prepared in accordance with RAS (including the assessment of possibility to collect / uncollectible receivables of retail companies).
3. Early termination of the powers of Secretary of the Audit Committee of IDGC of Centre and election of Secretary of the Audit Committee of IDGC of Centre.
4. On the budget approval of the Audit Committee of the Board of Directors of IDGC of Centre for 1H 2014.
5. On approval of the adjusted Work Plan of the Audit Committee of the Board of Directors of the Company for 1H 2014.

#### **Item 1: Consideration of the report of IDGC of Centre «On elimination of violations and actions taken on the facts of significant violations identified during inspections of IDGC of Centre and its subsidiaries for 2012, and those identified following the results of 9 months of 2013».**

**Speaker - M.A. Timofeev**, Deputy General Director for Development and Sale of Services 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 O.V. Shatokhina, M.M. Saukh, A.V. Shevchuk.**

**The explanations and answers to the questions were given by: M.A. Timofeev, S.Y. Rummyantsev, L.A. Sklyarova, A.K. Akhmedova, O.V. Tkacheva, I.V. Shmakov.**

**After the discussion the members of the Committee proceeded to vote.**

#### **Decision:**

1. To take into consideration the Report on elimination of violations and actions taken on the facts of significant violations identified during inspections of IDGC of Centre and its subsidiaries for 2012, and those identified following the results of 9 months of 2013 as well.
2. To recommend to General Director to submit to the Committee for Audit of IDGC of

Centre for consideration a report on results of work performed to recover damages and to prosecute officials of JSC "Energy Service Company".

Deadline: 1Q 2014.

3. To recommend to General Director to ensure the development of preventive measures to avoid future significant violations similar to those identified in 2013. The information on the work performed to submit to the Audit Committee in the first quarter of 2014.

**Voting results:**

**Oxana Vladimirovna Shatokhina** - «FOR»  
**Maxim Mikhailovich Saukh** - «FOR»  
**Alexander Viktorovich Shevchuk** - «FOR»

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

**Sergey Alexandrovich Demin** - «FOR»  
**Roman Alexeyevich Filkin** - «FOR»

**Total:**

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

**Decision is taken.**

**Item 2: On provision of comments to the Audit Committee made by the external auditor on the main issues of accounting (financial) statements of the Company for 9 months of 2013, prepared in accordance with RAS (including the assessment of possibility to collect / uncollectible receivables of retail companies).**

**Speaker - T.E. Titova**, Deputy Director of ZAO KPMG.

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 O.V. Shatokhina, A.V. Shevchuk.**

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

**After the discussion the members of the Committee proceeded to vote.**

**Decision:**

To take into consideration the comments to the Audit Committee made by the external auditor on the main issues of accounting (financial) statements of the Company for 9 months of 2013, prepared in accordance with RAS and recommend to the Company to ensure the implementation of the activities specified by the external auditor.

**Voting results:**

**Oxana Vladimirovna Shatokhina** - «FOR»  
**Maxim Mikhailovich Saukh** - «FOR»  
**Alexander Viktorovich Shevchuk** - «FOR»

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

**Sergey Alexandrovich Demin** - «ABSTAINED»  
**Roman Alexeyevich Filkin** - «FOR»

**Total:**

«FOR»	- «4»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 3: Early termination of the powers of Secretary of the Audit Committee of IDGC**

**of Centre and election of Secretary of the Audit Committee of IDGC of Centre.**

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

The information on the item is stored in the materials for the meeting of the Committee.

**Without discussion the members of the Committee proceeded to vote.**

**Decision:**

1. To early terminate the powers of Secretary of the Audit Committee of IDGC of Centre, Svetlana Vladimirovna Lapinskaya.
2. To elect Andrey Alexandrovich Varlamov as Secretary of the Audit Committee of IDGC of Centre.

**Voting results:**

**Oxana Vladimirovna Shatokhina** - «FOR»  
**Maxim Mikhailovich Saukh** - «FOR»  
**Alexander Viktorovich Shevchuk** - «FOR»

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

**Sergey Alexandrovich Demin** - «ABSTAINED»  
**Roman Alexeyevich Filkin** - «FOR»

**Total:**

«FOR»	- «4»
«AGAINST»	- «0»
«ABSTAINED»	- «1»

**Decision is taken.**

**Item 4: On the budget approval of the Audit Committee of the Board of Directors of IDGC of Centre for 1H 2014.**

**Speaker - I.V. Gromova**, Deputy General Director for Human Resources and Organizational Design of IDGC of Centre.

The information on the item is stored in the materials for the meeting of the Committee.

**Without discussion the members of the Committee proceeded to vote.**

**Decision:**

To recommend to the members of the Board of Directors of the Company to approve the budget of the Audit Committee of the Board of Directors of IDGC of Centre for 1H 2014 in accordance with Appendix # 1 to this decision of the Audit Committee.

**Voting results:**

**Oxana Vladimirovna Shatokhina** - «FOR»  
**Maxim Mikhailovich Saukh** - «FOR»  
**Alexander Viktorovich Shevchuk** - «FOR»

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

**Sergey Alexandrovich Demin** - «FOR»  
**Roman Alexeyevich Filkin** - «FOR»

**Total:**

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

**Decision is taken.**

**Item 5: On approval of the adjusted Work Plan of the Audit Committee of the Board of Directors of the Company for 1H 2014.**

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

The information on the item is stored in the materials for the meeting of the Committee.

**In discussing the report the questions were received from O.V. Shatokhina**

**The explanations and answers to the questions were given by: O.V. Tkacheva, I.V. Shmakov.**

**Decision:**

To approve the adjusted Work Plan of the Audit Committee of the Board of Directors of the Company for 1H 2014 in accordance with Appendix # 3 to this decision of the Audit Committee of the Board of Directors of the Company.

**Voting results:**

**Oxana Vladimirovna Shatokhina** - «FOR»

**Maxim Mikhailovich Saukh** - «FOR»

**Alexander Viktorovich Shevchuk** - «FOR»

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

**Sergey Alexandrovich Demin** - «FOR»

**Roman Alexeyevich Filkin** - «FOR»

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The budget of the Audit Committee of the Board of Directors of IDGC of Centre for 1H 2014 (Appendix # 1).
2. The adjusted Work Plan of the Audit Committee of the Board of Directors of the Company for 1H 2014 (Appendix # 2).

The agenda of the meeting of the Committee for Audit of the Board of Directors of the Company 27.12.2013 was exhausted.

The meeting of the Committee for Audit was adjourned.

**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**

**A.A. Varlamov**