

MINUTES

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

October 31, 2011

Moscow

No. 19/11

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: 31.10.2011.

AGENDA:

1. Consideration of the report «On the results of the execution of the activities, performed by the Department of internal audit and risk management of IDGC of Centre in 3Q 2011».

Item 1: Consideration of the report «On the results of the execution of the activities, performed by the Department of internal audit and risk management of IDGC of Centre in 3Q 2011».

Decision:

1. To take into consideration the report «On the results of the execution of the activities, performed by the Department of internal audit and risk management of IDGC of Centre 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»
Mikhail Yurievich Kurbatov	- «FOR»
Alexander Albertovich Popov	- «FOR»
Alexey Vladimirovich Sergutin	- «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 report of the Company «On the results of the execution of the activities, performed by the Department of internal audit and risk management of IDGC of Centre in 3Q 2011» (Appendix #1).

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

A.V. Sergutin

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

S.V. Lapinskaya