



**IDGC OF CENTRE**

“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 absent voting)

December 27, 2011

Moscow

No. 23/11

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

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

Participants of the voting: **A.Y. Perepelkin, A.V. Sergutin, A.A. Popov, A.G. Starchenko, R.A. Filkin, A.V. Shevchuk.**

Members who did not provide questionnaires: **M.Y. Kurbatov.**

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: 29.12.2011.

### AGENDA:

1. Consideration of the report of the Company «On transactions of insiders of the Company with securities of the Company and its subsidiaries and associates in November 2011».
2. On approval of the budget of the Committee for Audit of the Board of Directors of IDGC of Centre for 1H 2012.
3. On approval of the adjusted Activity Plan of the Committee for Audit for 1H 2012.

**Item 1: Consideration of the report of the Company «On transactions of insiders of the Company with securities of the Company and its subsidiaries and associates in November 2011».**

### Decision:

1. To approve the report of the Company «On transactions of insiders of the Company with securities of the Company and its subsidiaries and associates in November 2011» in accordance with Appendix # 1 to this decision of the Committee for Audit.
2. To recommend the members of the Board of Directors of the Company to take into consideration the report of the Committee for Audit «On transactions of insiders of the Company with securities of the Company and its subsidiaries and associates in November 2011».

### Voting results:

<b>Alexey Yuryevich Perepelkin</b>	- «FOR»
<b>Alexey Vladimirovich Sergutin</b>	- «FOR»
<b>Alexander Albertovich Popov</b>	- «FOR»
<b>Alexander Grigoryevich Starchenko</b>	- «FOR»
<b>Roman Alexeevich Filkin</b>	- «FOR»

**Alexander Viktorovich Shevchuk - «FOR»**

**Total:**

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

**Decision is taken.**

**Item 2: On approval of the budget of the Committee for Audit of the Board of Directors of IDGC of Centre for 1H 2012.**

**Decision:**

To recommend the members of the Board of Directors of IDGC of Centre to approve the budget of the Committee for Audit of the Board of Directors of IDGC of Centre for 1H 2012 in accordance with Appendix # 2 to this decision of the Committee for Audit.

**Voting results:**

**Alexey Yuryevich Perepelkin - «FOR»**  
**Alexey Vladimirovich Sergutin - «FOR»**  
**Alexander Albertovich Popov - «FOR»**  
**Alexander Grigoryevich Starchenko - «FOR»**  
**Roman Alexeevich Filkin - «FOR»**  
**Alexander Viktorovich Shevchuk - «FOR»**

**Total:**

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

**Decision is taken.**

**Item 3: On approval of the adjusted Activity Plan of the Committee for Audit for 1H 2012.**

**Decision:**

To approve the adjusted Activity Plan of the Committee for Audit of the Board of Directors of IDGC of Centre for 1H 2012 in accordance with Appendix # 3 to this decision of the Committee for Audit.

**Voting results:**

**Alexey Yuryevich Perepelkin - «FOR»**  
**Alexey Vladimirovich Sergutin - «FOR»**  
**Alexander Albertovich Popov - «FOR»**  
**Alexander Grigoryevich Starchenko - «FOR»**  
**Roman Alexeevich Filkin - «FOR»**  
**Alexander Viktorovich Shevchuk - «FOR»**

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The report of the Company «On transactions of insiders of the Company with securities of the Company and its subsidiaries and associates in November 2011» (Appendix 1).
2. The budget of the Committee for Audit of the Board of Directors of IDGC of Centre for 1H 2012 (Appendix 2).
3. The adjusted Activity Plan of the Committee for Audit of the Board of Directors of IDGC of Centre for 1H 2012 (Appendix 3).

**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**