



"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)

February 27, 2014

Moscow

No. 02/14

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

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

Participants of the voting: **O.V. Shatokhina, S.A. Demin, M.M. Saukh, 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.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: **28.02.2014.**

AGENDA:

1. On consideration of the report of the Internal Audit and Risk Management Department of the Company on performance of the action plan for 4Q 2013 and 2013 in whole.
2. On consideration of the report on results of implementation of activities to comply with the legislation requirements for the insider information control in the Company in 4Q 2013 and 2013 in whole.

Item 1: On consideration of the report of the Internal Audit and Risk Management Department of the Company on performance of the action plan for 4Q 2013 and 2013 in whole.

Decision:

To take into consideration the report of the Internal Audit and Risk Management Department of the Company on performance of the action plan for 4Q 2013 and 2013 in whole in accordance with Appendix # 1 to this decision of the Committee for Audit of the Board of Directors of the Company.

Voting results:

Oxana Vladimirovna Shatokhina	- «FOR»
Sergey Alexandrovich Demin	- «FOR»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

«FOR»

- «5»

«AGAINST»	- «0»
«ABSTAINED»	- «0»

Decision is taken.

Item 2: On consideration of the report on results of implementation of activities to comply with the legislation requirements for the insider information control in the Company in 4Q 2013 and 2013 in whole.

Decision:

To approve the report on the results of implementation of activities to comply with the legislation requirements for the insider information control in IDGC of Centre in 4Q 2013 and 2013 in accordance with Appendix # 2 to this decision of the Committee for Audit of the Board of Directors of the Company.

Voting results:

Oxana Vladimirovna Shatokhina	- «FOR»
Sergey Alexandrovich Demin	- «ABSTAINED»
Maxim Mikhailovich Saukh	- «FOR»
Roman Alexeyevich Filkin	- «FOR»
Alexander Viktorovich Shevchuk	- «FOR»

Total:

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

Decision is taken.

Appendices:

1. The report of the Internal Audit and Risk Management Department of the Company on performance of the action plan for 4Q 2013 and 2013 in whole (Appendix # 1).
2. The report on the results of implementation of activities to comply with the legislation requirements for the insider information control in IDGC of Centre in 4Q 2013 and 2013 (Appendix # 2).

**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