



“INTERREGIONAL DISTRIBUTION GRID COMPANY OF CENTRE”, JOINT-STOCK COMPANY

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

31 March 2015

Moscow

No. 06/15

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

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

**Participants of the voting:** D.V. Kulikov, Y.N. Mangarov, V.V. Sofyin, R.A. Filkin, O.V. Shatokhina.

**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 Audit Committee of the Board of Directors of the Company, was taken into account while drawing up the minutes.

**Date of the minutes:** 01.04.2015.

**AGENDA:**

1. Consideration of the Management and governance letter, provided by the external auditor on the main issues of the accounting (financial) statements of the Company for 2014, prepared in accordance with RAS, and the Company's management information about material adjustments made on the results of the external audit of accounting (financial) statements.
2. Preliminary consideration of the accounting (financial) statements of the Company for 2014, prepared in accordance with Russian Accounting Standards.
3. On assessment by the Audit Committee of the Auditor of the Company for the accounting (financial) statements of the Company for 2014, prepared in accordance with Russian Accounting Standards.
4. Consideration and coordination of the content of the section of the annual report of the Company "Internal Control and Risk Management".

**Item 1: Consideration of the Management and governance letter, provided by the external auditor on the main issues of the accounting (financial) statements of the Company for 2014, prepared in accordance with RAS, and the Company's management information about material adjustments made on the results of the external audit of accounting (financial) statements.**

**Decision:**

1. To take into consideration the letter of the external auditor - Ernst & Young LLC on the main problems of financial statements of IDGC of Centre, prepared in accordance with RAS for 2014 in accordance with Appendix # 1 to this decision of the Audit Committee of the Board of Directors of the Company.

2. To take into consideration the Company's management letter on the absence of adjustments made following the results of the external audit of accounting (financial) statements.

**Voting results:**

Denis Viktorovich Kulikov	- «FOR»
Yury Nikolayevich Mangarov	- «FOR»
Vladimir Vladimirovich Sofyin	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 2: Preliminary consideration of the accounting (financial) statements of the Company for 2014, prepared in accordance with Russian Accounting Standards.**

**Decision:**

To take into consideration the accounting (financial) statements of IDGC of Centre for 2014, prepared in accordance with Russian Accounting Standards, in accordance with Appendix # 2 to this decision of the Audit Committee of the Board of Directors of the Company.

**Voting results:**

Denis Viktorovich Kulikov	- «FOR»
Yury Nikolayevich Mangarov	- «FOR»
Vladimir Vladimirovich Sofyin	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 3: On assessment by the Audit Committee of the Auditor of the Company for the accounting (financial) statements of the Company for 2014, prepared in accordance with Russian Accounting Standards.**

**Decision:**

1. To recognize the auditor's report and the procedures carried out by Ernst and Young LLC in the course of the audit of accounting (financial) statements of the Company for 2014 correspond to the provisions of the Agreement and the requirements of the legislation of the Russian Federation.

2. To approve the Assessment of the auditor's report issued by Ernst and Young LLC on the accounting (financial) statements of the Company for 2014, prepared in accordance with Russian Accounting Standards.

3. To recommend to include the Assessment of the Audit Committee of the auditor's report issued by Ernst and Young LLC into the information (materials) to the Annual General Meeting of Shareholders in accordance with Appendix # 3 to this decision of the Audit Committee of the Board of Directors of the Company.

**Voting results:**

Denis Viktorovich Kulikov	- «FOR»
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Yury Nikolayevich Mangarov	- «FOR»
Vladimir Vladimirovich Sofyin	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»

**Total:**

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

**Decision is taken.**

**Item 4: Consideration and coordination of the content of the section of the annual report of the Company "Internal Control and Risk Management".**

**Decision:**

To coordinate the content of the section of the annual report of the Company "Internal Control and Risk Management" in accordance with Appendix # 4 to this decision of the Audit Committee of the Board of Directors of the Company.

**Voting results:**

Denis Viktorovich Kulikov	- «FOR»
Yury Nikolayevich Mangarov	- «FOR»
Vladimir Vladimirovich Sofyin	- «FOR»
Roman Alexeevich Filkin	- «FOR»
Oxana Vladimirovna Shatokhina	- «FOR»

**Total:**

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

**Decision is taken.**

**Appendices:**

1. The letter of the external auditor - Ernst & Young LLC on the main problems of financial statements of IDGC of Centre, prepared in accordance with RAS for 2014 (Appendix # 1).
2. The accounting (financial) statements of IDGC of Centre for 2014, prepared in accordance with Russian Accounting Standards (Appendix # 2).
3. The Assessment of the auditor's report issued by Ernst and Young LLC on the accounting (financial) statements of the Company for 2014, prepared in accordance with Russian Accounting Standards (Appendix # 3).
4. The draft of the section of the annual report of the Company "Internal Control and Risk Management" (Appendix # 4).

**Chairperson of the Audit Committee  
of the Board of Directors of IDGC of Centre**

**O.V. Shatokhina**

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

**S.V. Lapinskaya**