

“Interregional Distribution Grid Company of Centre”, Joint-Stock Company

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MINUTES

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

November 15, 2011

Moscow

No. 24/11

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

Total number of members of the Board of Directors: **11 people.**

Participants of the voting: A.Y. Perepelkin, S.A. Balaeva, A.M. Branis, M.Y. Kurbatov, A.A. Popov, A.V. Sergutin, A.G. Starchenko, R.A. Filkin, A.V. Shevchuk.

Members who did not provide questionnaires: **D.O. Gudzhoyan, M.V. Kaloeva.**

The quorum **is present.**

Absence of objections concerning the materials and draft resolutions from V.G. Korolev, the observer of the Federal Antimonopoly Service of the Russian Federation, was taken into account at drawing up of the minutes.

Date of the minutes: **16.11.2011.**

AGENDA:

1. Consideration of 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 September 2011».
2. Consideration of the report of the General Director of the Company «On implementation of the decisions taken at previous meetings of the Board of Directors of the Company in the 3rd quarter 2011».
3. Consideration of the report of the General Director of the Company «Compliance of the Regulation on Information Policy of the Company in the 3rd quarter 2011».
4. Consideration of the report of the General Director of the Company «On execution of the schedule of activities to reduce overdue receivables of IDGC of Centre for the services of electric power transmission and resolution of controversies as of 01.07.2011».
5. On approval of the schedule of activities to reduce overdue receivables of IDGC of Centre for the services of electric power transmission and resolution of controversies as of 01.10.2011.
6. Consideration of the report of the General Director of the Company «On execution of the target values of Cash Flow of the Company in the 3rd quarter 2011».
7. On approval of internal documents of the Company - Regulations on formation, adjustment of the Investment Program and reporting preparation on its performance in IDGC of Centre.
8. Commercial secret.
9. On approval of the schedule of activities to bring the customer service system of the Company into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system».

Item 1. Consideration of 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 September 2011».

Decision:

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 September 2011» in accordance with Appendix # 1 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexey Yuryevich Perepelkin - «FOR»
2. Svetlana Alexandrovna Balaeva - «FOR»
3. Alexander Markovich Branis - «FOR»
4. Mikhail Yurievich Kurbatov - «FOR»
5. Alexander Albertovich Popov - «FOR»
6. Alexey Vladimirovich Sergutin - «FOR»
7. Alexander Grigoryevich Starchenko - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Item 2. Consideration of the report of the General Director of the Company «On implementation of the decisions taken at previous meetings of the Board of Directors of the Company in the 3rd quarter 2011».

Decision:

To take into consideration the report of the General Director of the Company «On implementation of the decisions taken at previous meetings of the Board of Directors of the Company in the 3rd quarter 2011» in accordance with Appendix # 2 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexey Yuryevich Perepelkin - «FOR»
2. Svetlana Alexandrovna Balaeva - «FOR»
3. Alexander Markovich Branis - «FOR»
4. Mikhail Yurievich Kurbatov - «FOR»
5. Alexander Albertovich Popov - «FOR»
6. Alexey Vladimirovich Sergutin - «FOR»
7. Alexander Grigoryevich Starchenko - «FOR»
8. Roman Alexeyevich Filkin - «FOR»
9. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Item 3: Consideration of the report of the General Director of the Company «Compliance of the Regulation on Information Policy of the Company in the 3rd quarter 2011».

Decision:

To take into consideration the report of the General Director of the Company «Compliance of the Regulation on Information Policy of the Company in the 3rd quarter 2011» in accordance with Appendix # 3 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexey Yuryevich Perepelkin - «FOR»
2. Svetlana Alexandrovna Balaeva - «FOR»
3. Alexander Markovich Branis - «FOR»
4. Mikhail Yurievich Kurbatov - «FOR»
5. Alexander Albertovich Popov - «FOR»
6. Alexey Vladimirovich Sergutin - «FOR»
7. Alexander Grigoryevich Starchenko - «FOR»

8. Roman Alexeyevich Filkin - «FOR»
 9. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Item 4. Consideration of the report of the General Director of the Company «On execution of the schedule of activities to reduce overdue receivables of IDGC of Centre for the services of electric power transmission and resolution of controversies as of 01.07.2011».

Decision:

To take into consideration the report of the General Director of the Company «On execution of the schedule of activities to reduce overdue receivables of IDGC of Centre for the services of electric power transmission and resolution of controversies as of 01.07.2011» in accordance with Appendix # 4 to this decision of the Board of Directors of the Company.

Voting results:

1. Alexey Yuryevich Perepelkin - «FOR»
 2. Svetlana Alexandrovna Balaeva - «FOR»
 3. Alexander Markovich Branis - «FOR»
 4. Mikhail Yurievich Kurbatov - «FOR»
 5. Alexander Albertovich Popov - «FOR»
 6. Alexey Vladimirovich Sergutin - «FOR»
 7. Alexander Grigoryevich Starchenko - «FOR»
 8. Roman Alexeyevich Filkin - «FOR»
 9. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Item 5. On approval of the schedule of activities to reduce overdue receivables of IDGC of Centre for the services of electric power transmission and resolution of controversies as of 01.10.2011.

Decision:

Commercial secret.

Voting results:

1. Alexey Yuryevich Perepelkin - «FOR»
 2. Svetlana Alexandrovna Balaeva - «FOR»
 3. Alexander Markovich Branis - «FOR»
 4. Mikhail Yurievich Kurbatov - «FOR»
 5. Alexander Albertovich Popov - «FOR»
 6. Alexey Vladimirovich Sergutin - «FOR»
 7. Alexander Grigoryevich Starchenko - «FOR»
 8. Roman Alexeyevich Filkin - «FOR»
 9. Alexander Viktorovich Shevchuk - «FOR»

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Item 6: Consideration of the report of the General Director of the Company «On execution of the target values of Cash Flow of the Company in the 3rd quarter 2011».

Decision:

To take into consideration the report of the General Director of the Company «On execution of the target values of Cash Flow of the Company in the 3rd quarter 2011» in accordance with Appendix # 6 to this decision of the Board of Directors of the Company.

Voting results:

- | | |
|--------------------------------------|---------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Mikhail Yurievich Kurbatov | - «FOR» |
| 5. Alexander Albertovich Popov | - «FOR» |
| 6. Alexey Vladimirovich Sergutin | - «FOR» |
| 7. Alexander Grigoryevich Starchenko | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Item 7. On approval of internal documents of the Company - Regulations on formation, adjustment of the Investment Program and reporting preparation on its performance in IDGC of Centre.

Decision:

1. To approve the Regulations on formation, adjustment of the Investment Program and reporting preparation on its performance in IDGC of Centre (hereinafter - the Regulations) in accordance with Appendix # 7 to this decision of the Board of Directors of the Company.
2. To put into effect the Regulations, starting from the adjustment of the Investment Program of the Company for 2012.
3. To assign General Director of the Company to amend the job descriptions of the employees of the Company and other internal organizational and administrative documents of the Company (as required) in 1Q 2012 in accordance with the Regulations.

Voting results:

- | | |
|--------------------------------------|---------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Mikhail Yurievich Kurbatov | - «FOR» |
| 5. Alexander Albertovich Popov | - «FOR» |
| 6. Alexey Vladimirovich Sergutin | - «FOR» |
| 7. Alexander Grigoryevich Starchenko | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Item 8. Commercial secret.

Item 9. On approval of the Schedule of activities to bring the customer service system of the Company into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system».

Decision:

1. To approve the Schedule of activities to bring the customer service system of the Company into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system» in accordance with Appendix # 8 to this decision of the Board of Directors of the Company.

2. To assign General Director of the Company:

2.1. Quarterly from the date of approval of the Schedule of activities to submit to the Board of Directors of the Company a report on the implementation of the Schedule of activities to bring the customer service system of the Company into compliance with the requirements of the Standard.

The deadline - before the 15th day of the month following the reporting quarter;

2.2. Starting from 2012 with the formation of short-and long-term investment programs to take into account the activities to bring the customer service system of the Company into compliance with the requirements of the Standard in the framework of the Program on improvement of the quality of services provided;

2.3. Starting from 2012 to consider the allocation of earmarked funds for the implementation of the Schedule of activities to bring the customer service system of the Company into compliance with the requirements of the Standard in the Company's business plan in the framework of the Program on improvement of the quality of services provided;

2.4. When adopting or updating a business plan (including an investment program), funding of the activities to bring the customer service system of the Company into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system» can be adjusted in accordance with the parameters of the business plan (including the investment program).

Voting results:

- | | |
|--------------------------------------|---------|
| 1. Alexey Yuryevich Perepelkin | - «FOR» |
| 2. Svetlana Alexandrovna Balaeva | - «FOR» |
| 3. Alexander Markovich Branis | - «FOR» |
| 4. Mikhail Yurievich Kurbatov | - «FOR» |
| 5. Alexander Albertovich Popov | - «FOR» |
| 6. Alexey Vladimirovich Sergutin | - «FOR» |
| 7. Alexander Grigoryevich Starchenko | - «FOR» |
| 8. Roman Alexeyevich Filkin | - «FOR» |
| 9. Alexander Viktorovich Shevchuk | - «FOR» |

Total:

«FOR»	- «9»
«AGAINST»	- «0»
«ABSTAINED»	- «0»

The decision is taken.

Appendices:

1. 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 September 2011» (Appendix # 1).
2. The report of the General Director of the Company «On implementation of the decisions taken at previous meetings of the Board of Directors of the Company in the 3rd quarter 2011» (Appendix # 2).
3. The report of the General Director of the Company «Compliance of the Regulation on Information Policy of the Company in the 3rd quarter 2011» (Appendix # 3).
4. The report of the General Director of the Company «On execution of the schedule of activities to reduce overdue receivables of IDGC of Centre for the services of electric power transmission and resolution of controversies as of 01.07.2011» (Appendix # 4).
5. The schedule of activities to reduce overdue receivables of IDGC of Centre for the services of electric power transmission and resolution of controversies as of 01.10.2011 (Appendix # 5).
6. The report of the General Director of the Company «On execution of the target values of Cash Flow of the Company in the 3rd quarter 2011» (Appendix # 6).
7. Regulations on formation, adjustment of the Investment Program and reporting preparation on its performance in IDGC of Centre (Appendix # 7).
8. The schedule of activities to bring the customer service system of the Company into compliance with the requirements of the Standard of IDGC of Centre «Centralized customer service system» (Appendix # 8).

**Chairman of the Board of Directors
of IDGC of Centre**

Perepelkin A.Y.

**Corporate Secretary
of IDGC of Centre**

Lapinskaya S.V.

Deputy General Director for
Corporate Governance

_____/O.V. Tkacheva/