



OPEN JOINT-STOCK COMPANY  
INTERREGIONAL DISTRIBUTIVE  
GRID COMPANY OF URALS  
140 MAMINA SIBIRYAKA ULITSA  
EKATERINBURG 620026  
TEL (343)215-26-00, FAX (343) 215-26-61  
E-MAIL: MRSK@MRSK-URAL.RU

## AUDIT COMMITTEE

### Protocol # KA - 11 Of Audit Committee session IDGC of Urals, OAO

April 15, 2011  
Session form:

Ekaterinburg  
absentee voting (by questionnaires)

The following Committee members took part in the session: A.V. Demidov, K.Y. Petukhov, S.S. Ezimov, M.M. Saukh.

Quorum for decision-taking on all agenda issues reached.

#### **Agenda:**

1. Approval of 2011 working plan for Internal Control and Audit Department (ICAD).
2. Review of an ICAD's progress report as of 4Q 2010 and 2010.
3. Review of internal control procedure efficiency in 2010 and submission of recommendations to the BoD.
4. Review of an observation report on documents aimed at improvement and development of internal control, audit and risk management of IDGC of Urals, OAO in 4Q 2010.
5. Involvement of an expert into the activities of the Audit Committee.
6. Approval of an adjusted Committee's working plan for 2010-2011.

#### **Issue #1: Approval of 2011 working plan for Internal Control and Audit Department (ICAD).**

##### **Resolution:**

To approve 2011 working plan for Internal Control and Audit Department according to the Appendix to the present resolution.

##### **Voting results:**

"FOR" – 4 (Four) votes: A.V. Demidov, K.Y. Petukhov, M.M. Saukh, S.S. Ezimov.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

**The resolution is adopted unanimously.**

#### **Issue #2: Review of an ICAD's progress report as of 4Q 2010 and 2010.**

##### **Resolution:**

To take into consideration an ICAD's progress report as of 4Q 2010 and 2010.

##### **Voting results:**

"FOR" – 4 (Four) votes: A.V. Demidov, K.Y. Petukhov, M.M. Saukh, S.S. Ezimov.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

**The resolution is adopted unanimously.**

**Issue #3: Review of internal control procedure efficiency in 2010 and submission of recommendations to the BoD.**

**Resolution:**

1. To take into consideration an ICAD report on internal control procedure efficiency.
2. To recommend the BoD to acknowledge the implementation of integrated IC&RM system as a Company's priority in 2011.

**Voting results:**

"FOR" – 4 (Four) votes: A.V. Demidov, K.Y. Petukhov, M.M. Saukh, S.S. Ezimov.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

**The resolution is adopted unanimously.**

**Issue #4: Review of an observation report on documents aimed at improvement and development of internal control, audit and risk management of IDGC of Urals, OAO in 4Q 2010.**

**Resolution:**

1. To take into consideration an observation report on documents aimed at improvement and development of internal control, audit and risk management of IDGC of Urals, OAO in 4Q 2010.
2. To take into consideration an ICAD report on significant risks of IDGC of Urals in 2010.

**Voting results:**

"FOR" – 4 (Four) votes: A.V. Demidov, K.Y. Petukhov, M.M. Saukh, S.S. Ezimov.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

**The resolution is adopted unanimously.**

**Issue #5: Involvement of an expert into the activities of the Audit Committee.**

**Resolution:**

1. To acknowledge expedient the involvement of an expert into the activities of the Audit Committee.
2. To approve G.I. Meshalova, chief expert of Internal Audit Department at IDGC Holding, OAO, to be an expert for the Audit Committee.

**Voting results:**

"FOR" – 4 (Four) votes: A.V. Demidov, K.Y. Petukhov, M.M. Saukh, S.S. Ezimov.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

**The resolution is adopted unanimously.**

**Issue #6: Approval of an adjusted Committee's working plan for 2010-2011.**

**Resolution:**

To approve the Company's adjusted working plan for 2010-2011 according to the Appendix to the present resolution.

**Voting results:**

"FOR" – 4 (Four) votes: A.V. Demidov, K.Y. Petukhov, M.M. Saukh, S.S. Ezimov.

"AGAINST" - 0 (Zero) votes.

"ABSTAIN" - 0 (Zero) votes.

**The resolution is adopted unanimously.**

*Appendices:*

*#1 – 2011 working plan for Internal Control and Audit Department.*

*#2 – An ICAD progress report as of 4Q 2010 and 2010.*

*#3 – An ICAD report on internal control procedure efficiency.*

*#4 – An observation report on documents aimed at improvement and development of internal control, audit and risk management of IDGC of Urals, OAO in 4Q 2010.*

*#5 – An ICAD report on significant risks of IDGC of Urals, OAO in 2010.*

*#6 – An adjusted Committee working plan for 2010-2011.*

*#7-10 – Questionnaires of the following Committee members: A.V. Demidov, S.S. Ezimov, K.Y.Petukhov, M.M. Saukh.*

**The Committee Chairperson**

**A.V. Demidov**

**The Committee Secretary**

**D.V. Tikhanov**

The Protocol was compiled on: 19.04.2011.