

WIMM BILL DANN FOODS OJSC

Form 6-K

June 01, 2006

## **FORM 6-K**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Report of Foreign Issuer**

**May 31, 2006**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

Commission file number: 333-14278

**WIMM-BILL-DANN FOODS OJSC**

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(Exact name of Registrant as specified in its charter)

**Russian Federation**

(Jurisdiction of incorporation or organization)

**16, Yauzsky Boulevard**

**Moscow 109028**

**Russian Federation**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

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Wimm-Bill-Dann Foods Open Joint Stock Company [ WBD Foods or the Company ] hereby submits the materials to be provided to security holders in connection with annual general shareholders meeting held on June 30, 2006.

### 1. NOTIFICATION TO SHAREHOLDERS ON GENERAL MEETING OF SHAREHOLDERS

**Wimm-Bill-Dann Foods Open Joint Stock Company** (hereinafter the Company or WBD Foods OJSC ), located at: 16/15, Yauzsky blvd., room 306, Moscow 109028, Russian Federation, hereby notifies the shareholders of WBD Foods OJSC of an annual general meeting of shareholders of WBD Foods OJSC (the Meeting ) to be held on **June 30, 2006** in the form of a meeting (joint presence of shareholders).

#### Agenda of the General Meeting of Shareholders:

1. Election of the members of the Counting Commission of WBD Foods OJSC.
2. Approval of the Annual Report of WBD Foods OJSC.
3. Approval of the Annual financial statements, including the income statement (profit and loss accounts) of WBD Foods OJSC.
4. Distribution of the Company s profit (including payment/declaration of dividends) and losses of the Company.
5. Approval of the Company s auditor for 2006.
6. Election of the members of the Company s Board of Directors.
7. Election of the members of the Company s Auditing Commission.
8. Approval of the interested party transactions.

Time of the Meeting: registration of shareholders starts at 10:00 a.m. Moscow time; meeting starts at 11:15 a.m. Moscow time.

Date of preparation of the list of persons entitled to participate in the Meeting: **May 15, 2006** (at the end of the registrar s business day).

Registration of shareholders (or their representatives) to participate in the Meeting will be held on the date of the Meeting, from 10:00 a.m. Moscow time at the Company s location.

Registrants must present documentary proof of identify, as well as documents confirming their authority: a power of attorney and/or other documents in accordance with current legislation of the Russian Federation.

Voting on agenda items will be conducted using ballots.

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Shareholders of the Company may familiarize themselves with the materials to be provided to them in the course of preparation for the Meeting and obtain copies of such materials at the following address: 16/15, Yauzsky blvd., room 306, Moscow, Russian Federation, on business days from 9:00 a.m. to 4:00 p.m. Moscow time.

**Board of Directors of WBD Foods OJSC**

### **2. DRAFT RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS OF WBD FOODS**

**DRAFT RESOLUTIONS OF THE GENERAL MEETING OF SHAREHOLDERS OF WBD FOODS OJSC**

**1. On the first agenda item: Election of members of WBD Foods OJSC Counting Commission .**

1.1. Be it resolved that WBD Foods OJSC Counting Commission be elected as follows: Limonova O. M., Mukhin M. M., Novgorodova M. A., Soltseva E. S., Tusina I. A.

**2. On the second agenda item: Approval of WBD Foods OJSC Annual Report .**

Be it resolved:

2.1. That WBD Foods OJSC Annual Report, prepared on the basis of accounting data according to Russian standards for Y2005, be ratified.

**3. On the third agenda item: Approval of the Annual financial statements, including the income statement (profit and loss accounts) of WBD Foods OJSC .**

Be it resolved:

3.1. That the Annual financial statements, including the income and losses statements (profit and loss accounts) of WBD Foods OJSC be ratified.

**4. On the fourth agenda item: Distribution of the profit (including payment/declaration of dividends) and losses of WBD Foods OJSC .**

Be it resolved:

4.1. Losses in the amount of 237 122 900,30 RUR, incurred upon Y2005 financial results, be covered out of earned surplus (undistributed profit) of Y2002-2004, which amounts 439 776 919,36 RUR.

4.2. To announce dividends payment upon Y2002-2004 financial results on allocated ordinary nominal shares of WBD Foods OJSC, in the dividend amount of 4 (four) rubles 60 kopecks per 1 ordinary nominal share.

4.3. To announce dividends payment upon O1 Y2006 financial results on allocated ordinary nominal shares of WBD Foods OJSC, in the dividend amount of 2 (two) rubles 27 kopecks per 1 ordinary nominal share.

4.4. To set the following terms and conditions of dividends payment:

4.4.1. Method of dividends payment: cash;

4.4.2. Term of dividend payment: term of dividend payment should not exceed 60 days from the date of GSM approval of dividends payment;

4.4.3. Procedure of dividends payment:

dividends payment to legal entities is performed in the form of cashless settlement (at that, the date of dividend payment is considered the date of charge-off the corresponding amount from WBD Foods OJSC and payment agent's (in case of its engagement) account); dividends payment to individuals, upon their request, may be effected both in cash, or in the form of cashless settlement;

since WBD Foods OJSC is the tax agent in the course of income payment to the shareholders on their ordinary nominal shares, the dividends are paid to the shareholders after deduction of tax and other amounts, stipulated by the Russian Federation legislation, retained.

**5. On the fifth agenda item: Approval of WBD Foods OJSC auditor for 2006 .**

5.1. For the purposes of verifying the financial and business activities of WBD Foods, in accordance with legal acts of the Russian Federation approve Ernst & Young LLC as the Company's auditor for 2006.

**6. On the sixth agenda item: Election of the members of WBD Foods OJSC Board of Directors .**

6.1. Be it resolved that the members of WBD Foods OJSC Board of Directors be elected as follows: O. S. Borisova, A. M. Branis, O. V. Lane, I. N. Mazalov, R. A. Fil'kin; Guy de Selliers, M. V. Dubinin, Michael O'Neill, A. S. Orlov, S. A. Plastinin, V. A. Tutelyan, V. N. Sherbak, D. Iakobachvili, E. G. Yassin,

E. Linwood (Tip) Tipton, G. A. Yushvaev.

**7. On the seventh agenda item: Election of the members of WBD Foods OJSC Auditing Commission .**

7.1. Be it resolved that the members of WBD Foods OJSC Auditing Commission be elected as follows:

E. V. Bogutskaya, I. V. Vasin, E. B. Kuznetsova, N. N. Kolesnikova, N. V. Romanova, J. A. Chudina.

**8. On the eighth agenda item: Approval of the interested party transactions .**

In fulfillment of the formal requirements of the Federal Law "On Joint Stock Companies" regarding the conclusion of transactions involving a potential interest, be it resolved that the following transactions be approved:

8.1. Joint-stock commercial bank "Raiffeisenbank Ukraine" acting on behalf of Kiev City Dairy Plant #3 OJSC sells to WBD Foods OJSC the securities (ordinary nominal shares) of "Kharkiv Dairy Plant" OJSC in the amount of 1 499 740 000 shares. The transaction amount is 74 987 000 hryvny.

8.2. Baby Food Dairy Plant OJSC shall grant, and WBD Foods OJSC (the Debtor) shall receive for the term through December 31,2008 a recurrent revolving loan denominated in RUR on the following terms and conditions: marginal amount of the current indebtedness of the Debtor to Baby Food Dairy Plant OJSC for any date should not exceed 300 000 000,00 rubles, including the earlier approved loan amount of 38 000 000 RUR.

**3. INFORMATION ON CANDIDATES FOR THE COUNTING COMMITTEE OF WBD FOODS\***

**1. Solntseva, Evgeniya Solomonovna**

Position in the issuing company: **Director of the Department of Securities Registration and Records of Shareholder Rights**

Positions in other organizations:

<b>Organization</b>	<b>Position</b>
Lianozovo Dairy Plant OJSC	Chief Securities Specialist
Baltic Milk Dairy Plant OJSC	Senior Securities Specialist

No shareholding in the equity capital of the Issuer or its affiliates

**2. Tyusina, Irina Anatolievna**

Position in the issuing company: **Senior Specialist of the Department of Securities Registration and Records of Shareholder Rights**

Positions in other organizations:

<b>Organization</b>	<b>Position</b>
Lianozovo Dairy Plant OJSC	Securities Specialist
Karasuk Dairy ACJSC	Senior Securities Specialist

No shareholding in the equity capital of the Issuer or its affiliates

**3. Novgorodova, Marina Alexandrovna**

Position in the issuing company: **Senior Specialist of the Board of Directors Administration**

Positions in other organizations: **none**

No shareholding in the equity capital of the Issuer or its affiliates

**4. Mukhin, Mikhail Mikhailovich**

Position in the issuing company: **Legal Consultant**

Positions in other organizations: **none**

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**No shareholding in the equity capital of the Issuer or its affiliates**

**5. Limonova, Olga Mikhailovna**

Position in the issuing company: *Senior Specialist of the Department of Securities Registration and Records of Shareholder Rights*

Positions in other organizations: *none*

**No shareholding in the equity capital of the Issuer or its affiliates**

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*\*Information on the candidates is submitted as of April 20,2006*

**4. INFORMATION ON CANDIDATES FOR THE BOARD OF DIRECTORS OF WBD FOODS\***

**1. de Selliers, Guy**

Position in the issuing company: *Member of the Board of Directors*

Positions in other organizations:

Organization	Position
<b>HB Advisers (UK)</b>	Chairman
Shatura Furniture OJSC	Member of the Board of Directors
<b>Norilsk Nickel OJSC</b>	<b>Member of the Board of Directors</b>
<b>Solvey S.A.</b>	<b>Member of the Board of Directors</b>
<b>Partners in Hope</b>	<b>Chairman of the Board of Trustees</b>
<b>Allied Resources Inc.</b>	Member of the Board of Directors

No shareholding in the equity capital of the Issuer or its affiliates

**2. Dubinin, Mikhail Vladimirovich**

Position in the issuing company: *Member of the Board of Directors*

Positions in other organizations:

Organization	Position
Istra Springs LLC	Member of the Board of Directors
Nadezhny fundament LLC	Member of the Board of Directors
C-trading LLC	Member of the Board of Directors
Petri-trade LLC	Member of the Board of Directors
Cliff-Real Estate LLC	Member of the Board of Directors
Non-commercial partnership Benelux Residence	Member of the Management Board
Non-commercial organization «International community Council on Golden Falcon order awarding	Member of the Board of Directors

**Shareholding in the Issuer's equity capital (excluding GDRs owned by the candidate): 5,71%**

**Shareholding in the Issuer's affiliates: Lianozovo Dairy Plant OJSC**

**Share: 0.049%**

**3. O'Neill, Michael**

Position in the issuing company: *Member of the Board of Directors*

Positions in other organizations:

Organization	Position
The Coca-Cola Icecek, Turkey	Member of the Management Board
Efes Breweries International	Member of the Board of Directors

No shareholding in the equity capital of the Issuer or its affiliates

**4. Orlov, Aleksandr Sergeevich**

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Position in the issuing company: *Member of the Board of Directors*

Positions in other organizations:

<b>Organization</b>	<b>Position</b>
Buryn Powder Milk Plant OJSC	Member of the Board of Directors
Baby Food Dairy Plant OJSC	Member of the Board of Directors
Kiev City Dairy Plant No. 3 OJSC	Member of the Supervisory Board
Shikhan OJSC (nonalcoholic brew plant)	Member of the Board of Directors
Non-commercial partnership Benelux Residence	Member of the Management Board

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*Shareholding in the Issuer's equity capital (excluding GDRs owned by the candidate): 3,47%*

*Shareholding in the Issuer's affiliates: Lianozovo Dairy Plant OJSC*

*Share: 0.028%*

**5. Plastinin, Sergei Arkadievich**

Position in the issuing company: *Member of the Board of Directors*

Positions in other organizations:

Organization	Position
Lianozovo Dairy Plant OJSC	Member of the Board of Directors
Dairy Plant OJSC	Member of the Board of Directors
Tsaritsino Dairy Plant OJSC	Member of the Board of Directors
Vladivostok Dairy Plant OJSC	Member of the Board of Directors
Ramenskoye Dairy Plant OJSC	Member of the Board of Directors
Siberian Milk OJSC	Member of the Board of Directors
Nizhny Novgorod Dairy Plant OJSC	Member of the Board of Directors
Kiev City Dairy Plant No. 3 OJSC	Member of the Supervisory Board
Bishkeksut OJSC	Member of the Board of Directors
Ufamolagroprom OJSC	Member of the Supervisory Board
Novokuibyshevsk Milk OJSC	Member of the Board of Directors
Karasuk Milk ACJSC	Member of the Board of Directors
Gulkevichi Creamery CJSC	Member of the Board of Directors
PIK CENTER LLC	General Director

*Shareholding in the Issuer's equity capital (excluding GDRs owned by the candidate): 9,30%*

*Shareholding in the Issuer's affiliates: Lianozovo Dairy Plant OJSC*

*Share: 0.049%*

**6. Tutelyan, Viktor Aleksandrovich**

Position in the issuing company: *Member of the Board of Directors*

Positions in other organizations:

Organization	Position
Institute of Nutrition of the Russian Academy of Medical Sciences	Director

No shareholding in the equity capital of the Issuer or its affiliates

**7. Sherbak, Vladimir Nikolaevich**

Position in the issuing company: *Member of the Board of Directors*

Positions in other organizations:

Organization	Position
Joint-Stock Commercial Bank Tusar	Chairman of the Board of Directors

No shareholding in the equity capital of the Issuer or its affiliates

**8. Yushvaev, Gavril Abramovich**

Position in the issuing company: *Member of the Board of Directors*

Positions in other organizations:

Organization	Position
RusAgroProject CJSC	President, Member of the Board of Directors
Agrocomplex Gorki-2 CJSC	Member of the Board of Directors
Cattle farm Naroosanovsky CJSC	Member of the Board of Directors

*Shareholding in the Issuer s equity capital (excluding GDRs owned by the candidate): 17,13%*

*Shareholding in the Issuer s affiliates: Lianozovo Dairy Plant OJSC*

*Share: 0.076%*

**9. Iakobachvili, David**

Position in the issuing company: *Chairman of the Board of Directors*

Positions in other organizations:

Organization	Position
Ufamolagroprom OJSC	Member of the Supervisory Board
Baby Food Dairy Plant OJSC	Member of the Board of Directors
Tsaritsino Dairy OJSC	Member of the Board of Directors
Ramenskoye Dairy OJSC	Member of the Board of Directors
Siberian Milk OJSC	Member of the Board of Directors
Nizhny Novgorod Dairy OJSC	Member of the Board of Directors
Vladivostok Dairy OJSC	Member of the Board of Directors
Kiev City Dairy No. 3 OJSC	Member of the Supervisory Board
Bishkeksut OJSC	Member of the Board of Directors
Novokuibyshevskmoloko OJSC	Member of the Board of Directors
Airport Financial Services Limited	Director
Metelitsa-Club CJSC	Member of the Board of Directors
Lianozovo Dairy OJSC	Member of the Board of Directors
Gulkevichi Creamery CJSC	Member of the Board of Directors
RusAgroProject CJSC	Member of the Board of Directors
Agrocomplex Gorki-2 CJSC	Member of the Board of Directors
Cattle farm Naroosanovsky CJSC	Member of the Board of Directors
Shikhan OJSC (nonalcoholic brew plant)	Member of the Board of Directors

*Shareholding in the Issuer's equity capital (excluding GDRs owned by the candidate): 8,33%*

*Shareholding in the Issuer's affiliates: Lianozovo Dairy Plant OJSC*

*Share: 0.025%*

#### **10. Yasin, Evgeny Grigorievich**

Position in the issuing company: *Member of the Board of Directors*

Positions in other organizations:

Organization	Position
Moscow State University Higher School of Economics	Scientific Adviser
Severstal Auto	Member of the Board of Directors
Otkrytie investitsii OJSC	Member of the Board of Directors
Echo of Moscow CJSC	Member of the Board of Directors
Expert Institute non-state fund	President

No shareholding in the equity capital of the Issuer or its affiliates

#### **11. Tipton, E. Linwood**

Position in the issuing company: *Member of the Board of Directors*

Positions in other organizations: **none**

No shareholding in the equity capital of the Issuer or its affiliates

#### **12. Borisova, Olga Sergeevna**



Position in the issuing company: *none*

Positions in other organizations:

<b>Organization</b>	<b>Position</b>
Prosperity Capital Management Ltd. , Moscow office	Back-office specialist

No shareholding in the equity capital of the Issuer or its affiliates

**13. Branis, Alexander Markovich**

Position in the issuing company: *none*

Positions in other organizations:

<b>Organization</b>	<b>Position</b>
Prosperity Capital Management Ltd. , Moscow office	Director

No shareholding in the equity capital of the Issuer or its affiliates

**14. Lane, Olga Vladimirovna**

Position in the issuing company: *none*

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Positions in other organizations:

Organization	Position
Prosperity Capital Management Ltd. , Moscow office	Specialist for unit investment trusts assets management
No shareholding in the equity capital of the Issuer or its affiliates	

**15. Mazalov, Ivan Nikolaevich**

Position in the issuing company: *none*

Positions in other organizations:

Organization	Position
Prosperity Capital Management Ltd. , Moscow office	Director
No shareholding in the equity capital of the Issuer or its affiliates	

**16. Fil kin, Roman Alexeevich**

Position in the issuing company: *none*

Positions in other organizations:

Organization	Position
Prosperity Capital Management Ltd. , Moscow office	Director
No shareholding in the equity capital of the Issuer or its affiliates	

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*\*Information on the candidates is submitted as of April 20,2006*

**5. INFORMATION ON CANDIDATES FOR THE AUDIT COMMISSION OF WBD FOODS\***

**1. Bogutskaya, Eugenia Vyacheslavovna**

Position in the issuing company:

***Financial and Business Analyst of the Internal Audit Service***

Positions in other organizations: ***none***

No shareholding in the equity capital of the Issuer or its affiliates

**2. Kuznetsova, Elena Borisovna**

Position in the issuing company:

***Director of the Internal Audit Service***

Positions in other organizations: ***none***

No shareholding in the equity capital of the Issuer or its affiliates

**3. Kolesnikova, Natalya Nikolaevna**

Position in the issuing company:

***Deputy Director of the Internal Audit Service***

Positions in other organizations: ***none***

No shareholding in the equity capital of the Issuer or its affiliates

**4. Romanova, Natalya Viktorovna**

Position in the issuing company:

***Deputy Director of the Internal Audit Service***

Positions in other organizations: ***none***

**5. Chudina, Julia Alexeevna**

Position in the issuing company:

***Financial and Business Analyst of the Internal Audit Service***

Positions in other organizations: ***none***

No shareholding in the equity capital of the Issuer or its affiliates

**6. Vasin, Ilya Alexandrovich**

Position in the issuing company:

***Financial and Business Analyst of the Internal Audit Service***

Positions in other organizations: ***none***

No shareholding in the equity capital of the Issuer or its affiliates

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*\*Information on the candidates is submitted as of April 20,2006*

## **6. THE MAIN OUTLINE OF THE DIVIDEND POLICY.**

In recommending to WBD Foods OJSC General Shareholders Meeting to take a decision on the payment of dividends and in determining at what level to declare a dividend, we considered a number of financial factors, including sustainability and capital requirements and resources of our business. We expect that our recommendations regarding the level of the annual dividend (for fiscal year 2006) would be in the range of US\$ 0.50-0.60 per WBD Foods OJSC share. It is expected that the Board of Directors would recommend paying similar annual dividends in the future provided WBD Foods OJSC maintains its profitability.

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**SIGNATURES**

*Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.*

**WIMM-BILL-DANN FOODS OJSC**

By: /s/ Dmitry A. Anisimov  
Name: Dmitry A. Anisimov  
Title: Chief Financial Officer  
Wimm-Bill-Dann Foods OJSC

Date: May 31, 2006

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