

WIMM BILL DANN FOODS OJSC

Form 6-K

May 05, 2005

FORM 6-K

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Issuer

May 05, 2005

**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

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 14, 2005.

1. NOTIFICATION TO SHAREHOLDERS ON GENERAL MEETING OF SHAREHOLDERS

Wimm-Bill-Dann Foods Open Joint Stock Company (hereinafter the Company or WBD Foods), with its address (location) at: 16/15, Yauzsky boulevard, 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 **14 June 2005** in the form of a direct meeting (joint attendance of shareholders).

Agenda of the General Meeting of Shareholders:

1. Election of the members of the Counting Committee.
2. Approval of the annual report and annual financial statements, including the income statement (profit and loss accounts), and distribution of the Company s profit (including payment/declaration of dividends) and losses of the Company on the basis of the results of the financial year.
3. Amendment of the Company s charter.
4. Approval of a new version of the Bylaw on the General Meeting of Shareholders and its Standing Rules.
5. Approval of the Company s auditor for 2005.
6. Election of the members of the Company s Board of Directors.
7. Election of the members of the Company s Audit Commission.
8. Concerning the Company s participation in the Russian Marketing Association nonprofit organization.

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

Date of preparation of the list of persons entitled to participate in the Meeting: **26 April 2005** (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.

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Voting on agenda items will be conducted using ballots.

Shareholders of the Company may acquaint themselves with the materials to be provided to them in preparation for the Meeting and obtain copies of such materials at the following address: 16/15, Yauzsky boulevard, 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

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

1. On the first agenda item, Election of members of the Counting Committee

1.1. Be it resolved that a Counting Committee composed of five members be elected as follows: M. A. Novgorodova, I. M. Kolesnikov, A. V. Pozdnyakov, E. S. Soltseva, I. A. Tyusina.

2. On the second agenda item, Ratification of the annual report and annual financial statements, including the income statement, and distribution of the Company's profit including payment (declaration) of dividends and losses of the Company for the financial year .

Be it resolved:

2.1. That the annual report of WBD Foods, prepared on the basis of accounting records for 2004 kept according to Russian standards, be approved.

2.2. That the annual financial statements for 2004, including the income statement of WBD Foods, be approved.

2.3. That the net profit reflected in the financial statements for 2004 prepared according to Russian standards be allocated as follows:

the profit in the amount of 5,916,102 rubles 00 kopecks will be contributed to the reserve fund;

the remainder of the net profit, in the amount of 111,336,834 rubles 34 kopecks, will remain undistributed.

3. On the third agenda item, Approval of the changes (amendments) to WBD Foods Charter

Be it resolved:

3.1. That the following changes (amendments) be included to WBD Foods OJSC Charter, stating the sub item 1 of the item 15.10 of the article 15 as follows:

Notice on GSM shall be announced no later than 30 days before the meeting .

4. On the fourth agenda item: Approval of the Regulation On General meeting of shareholders and its Standing Rules in restated version.

Be it resolved:

4.1. That the Regulation On General meeting of shareholders and its Standing rules be approved in restated version.

5. On the fifth agenda item, Approval of the Company's auditor for 2005

5.1.

Option 1.

For purposes of verifying the financial and business activities of WBD Foods in accordance with legal acts of the Russian Federation, be it resolved that *Ernst and Young LLC* be approved as the Company's auditor for 2005.

Option 2.

For purposes of verifying the financial and business activities of WBD Foods in accordance with legal acts of the Russian Federation, be it resolved that *ZAO SV-Audit* be approved as the Company's auditor for 2005.

6. On the sixth agenda item, Election of the members of the Company's Board of Directors

6.1. Be it resolved that the members of the Company's Board of Directors be elected as follows: 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. Yasin, E. Linwood (Tip) Tipton and G. A. Yushvaev.

7. On the seventh agenda item, Election of the members of the Company's Audit Commission

7.1. Be it resolved that the members of the Company's Audit Commission be elected as follows:
E. V. Bogutskaya, E. B. Kuznetsova, N. N. Kolesnikova, M. A. Naumova, N. V. Romanova,
E. V. Smirnova, J. A. Chudina.

8. On the eighth agenda item, Participation of WBD Foods in non-commercial organization Russian Marketing Association

8.1. Be it resolved that WBD Foods participation in non-commercial organization Russian Marketing Association be approved.

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:

| Organization | Position |
|----------------------|-----------------------------|
| Lianozovo Dairy OJSC | Chief Securities Specialist |

No shareholding in the equity capital of the Company 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:

| Organization | Position |
|----------------------|------------------------------|
| Lianozovo Dairy OJSC | Securities Specialist |
| Karasuk Dairy SCJSC | Senior Securities Specialist |

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

3. Pozdnyakov, Alexander Vladimirovich

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

Positions in other organizations: **none**

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

4. 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 Company or its affiliates

5. Kolesnikov, Ilya Mikhailovich

Position in the issuing company: *Legal Consultant*

Positions in other organizations: *none*

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

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

1. de Selliers, GuyPosition in the issuing company: *Member of the Board of Directors*

Positions in other organizations:

| Organization | Position |
|----------------------------|---|
| HB Advisers (UK) | Chairman |
| Shatura Furniture | Member of the Board of Directors |
| Norilsk Nickel OJSC | Member of the Board of Directors |
| Solvey S.A. | Member of the Board of Directors |
| Aprion Group, Ltd. | Chairman |

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

2. Dubinin, Mikhail VladimirovichPosition in the issuing company: *Member of the Board of Directors*

Positions in other organizations:

| Organization | Position |
|--|----------------------------------|
| Timashevsk Dairy OJSC | Member of the Board of Directors |
| Siberian Milk OJSC | Member of the Board of Directors |
| Burn Powder Milk Plant | Member of the Board of Directors |
| Baby Food Dairy Plant OJSC | Member of the Board of Directors |
| Tsaritsino Dairy OJSC | Member of the Board of Directors |
| Karasuk Dairy SCJSC | Member of the Board of Directors |
| Gulkevichi Creamery CJSC | 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 |
| Toshkent Sut CJSC | Member of the Board of Directors |
| 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 Company's equity capital (excluding GDRs owned by the candidate): 5.71%**Shareholding in the Company's affiliates: Lianozovo Dairy 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 Company | Consultant |
| Efes Breweries International | Member of the Board of Directors |
| Efes Invest | Member of the Board of Directors |

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

4. Orlov, Aleksandr Sergeevich

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

Positions in other organizations:

| Organization | Position |
|--|----------------------------------|
| Novokuibyshevskmoloko OJSC | Member of the Board of Directors |
| Burnyn Powder Milk Plant CJSC | Member of the Board of Directors |
| Tsaritsino Dairy OJSC | Member of the Board of Directors |
| Baby Food Dairy Plant 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 |
| Kiev City Dairy No. 3 OJSC | Member of the Supervisory Board |
| Ufamolagroprom OJSC | Member of the Supervisory Board |
| Gulkevichi Creamery CJSC | Member of the Board of Directors |
| Dairy OJSC | Member of the Board of Directors |
| Toshkent Sut OJSC | Member of the Board of Directors |
| Shikhan OJSC (nonalcoholic brew plant) | Member of the Board of Directors |

Shareholding in the Company's equity capital (excluding GDRs owned by the candidate): 3.47%

Shareholding in the Company's affiliates: Lianozovo Dairy OJSC

Share: 0.028%

5. *Plastinin, Sergei Arkadievich*

Position in the issuing company: *Member of the Board of Directors, Chairman of the Management Board*

Positions in other organizations:

| Organization | Position |
|---|----------------------------------|
| ISSA Experimental Association LLC | General Director |
| Rodnik Production and Analytical Group CJSC | Executive Director |
| Lianozovo Dairy OJSC | Member of the Board of Directors |
| Dairy OJSC | Member of the Board of Directors |
| Tsaritsino Dairy OJSC | Member of the Board of Directors |
| Vladivostok Dairy OJSC | Member of the Board of Directors |
| Ramenskoye Dairy OJSC | Member of the Board of Directors |
| Baby Food Dairy Plant 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 |
| Kiev City Dairy No. 3 OJSC | Member of the Supervisory Board |
| Bishkeksut OJSC | Member of the Board of Directors |
| Ufamolagroprom OJSC | Member of the Supervisory Board |
| Novokuibyshevskmoloko OJSC | Member of the Board of Directors |
| Karasuk Milk SCJSC | Member of the Board of Directors |
| Gulkevichi Creamery CJSC | Member of the Board of Directors |
| Toshkent Sut OJSC | Member of the Board of Directors |
| Shikhan OJSC (nonalcoholic brew plant) | Member of the Board of Directors |
| PIK CENTER LLC | General Director |
| Agroindustrial Holding LLC | General Director |

Shareholding in the Company s equity capital (excluding GDRs owned by the candidate): 9.30%

Shareholding in the Company s affiliates: Lianozovo Dairy 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 Company 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 Gusar | Board of Directors` Chairman |

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

8. Yushvaev, Gavril Abramovich

Position in the issuing company: *none*

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 Company s equity capital (excluding GDRs owned by the candidate): 16.57%

Shareholding in the Company s affiliates: Lianozovo Dairy Plant OJSC

Share: 0.049%

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 |
| Dairy OJSC | Member of the Board of Directors |
| 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 |

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| | |
|--|----------------------------------|
| Nizhny Novgorod Dairy OJSC | Member of the Board of Directors |
| Vladivostok Dairy OJSC | Member of the Board of Directors |
| Auto 40 CJSC | 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 |
| Moskvoretsky Brewery 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 Company's equity capital (excluding GDRs owned by the candidate): 7.76%

Shareholding in the Company's affiliates: Lianozovo Dairy 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 |

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

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 Company 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 Company 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 Company or its affiliates

4. Romanova, Natalya Viktorovna

Position in the issuing company:

Deputy Director of the Internal Audit Service

Positions in other organizations:

| Organization | Position |
|------------------------------------|----------------------------|
| Moscow State Industrial University | Acting Assistant Professor |

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

5. Smirnova, Elena Vladimirovna

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 Company or its affiliates

6. Naumova, Marina Aleksandrovna

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 Company or its affiliates

7. 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 Company or its affiliates

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 05, 2005