

WIMM BILL DANN FOODS OJSC

Form 6-K

April 19, 2010

FORM 6-K

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Issuer
April 15, 2010

**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

Edgar Filing: WIMM BILL DANN FOODS OJSC - Form 6-K

(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 to be held on May 14, 2010.

I.

Wimm-Bill-Dann Foods Open Joint Stock Company (hereinafter, the **Company** or **WBD Foods OJSC**), located at: office 306, 16/15, Yauzsky blvd., Moscow, 109028, Russian Federation, hereby notifies the shareholders of **WBD Foods OJSC** of the Annual General Meeting of **WBD Foods OJSC** Shareholders (hereinafter, the **Meeting**) to be held on **May 14, 2010** at the Company location in the form of a meeting (joint attendance of the shareholders or their authorized representatives to discuss agenda items and make decisions on matters put to the vote).

Agenda of the Annual General Meeting of Shareholders:

- Approval of **WBD Foods OJSC** Annual Report;
- Approval of annual financial statements, including the income statement (profit and loss accounts) of **WBD Foods OJSC**;
- **WBD Foods OJSC** profit (including payment/announcement of dividends) and loss allocation;
- Approval of **WBD Foods OJSC** auditor for 2010;
- Election of the members of **WBD Foods OJSC** Board of Directors;
- Election of the members of **WBD Foods OJSC** Audit Committee.

Time of the Meeting: registration of the Shareholders commences at 10:00 am (Moscow time); the Meeting commences at 10:40 am (Moscow time).

Date of the list of persons entitled to participate in the Meeting: **March 26, 2010** (as of the Registrar's COB).

Registration of the Shareholders (Shareholders' representatives) for participation in the Meeting shall be performed on the date of the Meeting from 10:00 am (Moscow time) at the Company location.

For the purpose of registration a person is to produce a document to prove his/her identity, as well as documents confirming such person's authority: power of attorney and/or other documents in accordance with the effective legislation of the Russian Federation.

Edgar Filing: WIMM BILL DANN FOODS OJSC - Form 6-K

Voting on the agenda items is executed through voting ballots.

The Company Shareholders may study the materials to be provided to the Company Shareholders during preparation for the Meeting and obtain copies of materials to be provided to the Company Shareholders during preparation for the Meeting from 10:00 am to 4:00 pm (Moscow time) on business days at the following address: office 306, 16/15, Yauzsky blvd., Moscow, Russian Federation.

WBD Foods

Board of Directors

II.

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

1. On the first agenda item: Approval of WBD Foods OJSC Annual Report .

Be it resolved:

1.1. That WBD Foods OJSC Annual Report for 2009 based on the Russian statutory accounting standards be approved.

2. On the second agenda item: Approval of annual financial statements, including the income statement (profit and loss accounts) of WBD Foods OJSC .

Be it resolved:

2.1. That WBD Foods OJSC annual financial statements for 2009, including the income statement (profit and loss accounts) of WBD Foods OJSC, be approved.

3. On the third agenda item: WBD Foods OJSC profit (including payment/announcement of dividends) and loss allocation .

Be it resolved that:

3.1. Based on 2009 financial results payment of dividends on WBD Foods OJSC outstanding ordinary registered shares, having determined the size of dividends per one ordinary registered share of RUR 30 (Thirty) 00 kopecks, be announced.

3.2. Dividend payment/announcement terms be defined as follows:

3.2.1. Form of dividend payment: in cash;

3.2.2. Period of dividend payment: the period of dividend payment shall not exceed 60 days after the date of the resolution on dividend payment made by the General Shareholders Meeting;

3.2.3. Procedure of dividend payment:

- Dividends to legal entities shall be paid in non-cash form (at that the date of dividend payment shall be the date on which a respective amount is debited from the bank account of WBD Foods OJSC or the paying agent (in case of its engagement); dividends to individuals shall be paid, at their request, in cash or non-cash form;
- Since WBD Foods OJSC is a tax agent, at the time of paying to the shareholders the yields on ordinary registered shares owned by them, dividends shall be paid to the shareholders net of taxes and other deductions withheld from the shareholders according to the RF legislation.

3.3. The amount of net profit of WBD Foods OJSC as reflected in 2009 statutory financial statements according to the Russian standards and not assigned for dividend payments (Item 3.1. of the resolution) shall remain unallocated.

4. On the fourth agenda item: Approval of WBD Foods OJSC auditor for 2010 .

Be it resolved that:

4.1. For the purposes of auditing the financial and business activities of WBD Foods OJSC in accordance with legal acts of the Russian Federation:

- SV-Audit CJSC (option 1);
- Ernst and Young LLC (option 2)

be approved as the Company's auditor for 2010.

5. On the fifth agenda item: Election of the members of WBD Foods OJSC Board of Directors .

Be it resolved that:

5.1. The members of WBD Foods OJSC Board of Directors be elected as follows: Guy de Selliers; M. V. Dubinin; I. V. Kostikov; Michael A. O'Neill; A.S. Orlov; S. A. Plastinin; G. A. Yushvaev; D. Iakobachvili; E. G. Yassin; Marcus Rhodes; Jacques Vincent.

6. On the sixth agenda item: Election of the members of WBD Foods OJSC Audit Committee .

Be it resolved that:

6.1. The members of WBD Foods OJSC Audit Committee be elected as follows: N.B. Volkova, I.A. Vershinina, N.L. Polikarpova, E.A. Peregudova, E.S. Solntseva, N.N. Kolesnikova, T.V. Shavero.

III.

Information on candidates to the Board of Directors of WBD Foods OJSC*

1. Guy de Selliars

Position in the issuing joint stock company: member of the Board of Directors

Positions in other organizations:

Organization	Position
HATCH CF	Chairman of the Board of Directors
Solvey S.A.	<i>Member of the Board of Directors</i>
Partners in Hope (Charity)	<i>Chairman of Board of Trustees</i>
AMG	Member of Supervisory Board
Wessex Grain	Member of the Board of Directors
FORTIS	Vice-chairman of the Board
FORTIS UK	Chairman

Holds no shares in the charter capital of the issuer or its subsidiaries / affiliated companies.

2. Mikhail Vladimirovich Dubinin

Position in the issuing joint stock company: member of the Board of Directors

Positions in other organizations:

Organization	Position
<i>Istrinskiye ruchyi LLC</i>	<i>Member of the Board of Directors</i>
<i>Nadezhny Fundament LLC</i>	<i>Member of the Board of Directors</i>
<i>Petri-trade LLC</i>	<i>Member of the Board of Directors</i>
<i>Cliff-real estate LLC</i>	<i>Member of the Board of Directors</i>
<i>Benelux residency non-for-profit partnership</i>	Member of the Management Board
International community council for awarding the Golden Falcon Medal autonomous non-for-profit organization	<i>Member of the Steering Committee</i>

Holds a share in the charter capital of the issuer: **4.11% (ordinary registered shares)** , as well as **0.60%** (Global Depository Receipts)

Holds no shares in subsidiaries / affiliated companies of the issuer.

3. Michael O Neill

Position in the issuing joint stock company: member of the Board of Directors

Positions in other organizations:

Organization	Position
The Coca-Cola Icecek (Turkey)	Member of the Management Board, chief executive officer
Aradolu Etar Tarim	Member of the Board of Directors

Holds no shares in the charter capital of the issuer or its subsidiaries / affiliated companies.

4. Alexander Sergeevich Orlov

Edgar Filing: WIMM BILL DANN FOODS OJSC - Form 6-K

Position in the issuing joint stock company: member of the Board of Directors

Positions in other organizations:

Organization	Position
OJSC Wimm-Bill-Dann Ukraine	Member of Supervisory Board
<i>Benelux residency non-for-profit partnership</i>	Member of the Management Board

Holds a share in the charter capital of the issuer: 2.73% (*ordinary registered shares*), as well as 0.392% (Global Depositary Receipts)

Holds no shares in subsidiaries / affiliated companies of the issuer.

5. Sergey Arkadievich Plastinin

Position in the issuing joint stock company: member of the Board of Directors

Positions in other organizations:

Organization	Position
OJSC Wimm-Bill-Dann Ukraine	<i>Member of Supervisory Board</i>
<i>OJSC Wimm-Bill-Dann</i>	<i>Member of the Board of Directors</i>
<i>OJSC Bishkeksut</i>	<i>Member of the Board of Directors</i>
<i>CJSC Gulkevichsky butter factory</i>	<i>Member of the Board of Directors</i>
<i>SCJSC Karasukskoye milk</i>	<i>Member of the Board of Directors</i>
<i>CJSC Agropromholding Development of regions</i>	<i>Chairman of the Board of Directors</i>

Holds a share in the charter capital of the issuer: 3.895% (*ordinary registered shares*).

Holds no shares in subsidiaries / affiliated companies of the issuer.

6. Gavril Abramovich Yushvaev

Position in the issuing joint stock company: member of the Board of Directors

Positions in other organizations:

Organization	Position
<i>OJSC RusAgroProject</i>	President, chairman of the Board of Directors
<i>CJSC Agrocomplex Gorki-2</i>	<i>Member of the Board of Directors</i>
<i>CJSC Breeding farm Naro-Osanovsky</i>	<i>Member of the Board of Directors</i>
<i>OJSC Mill factory 4</i>	<i>Member of the Board of Directors</i>
LLC «Kolmogorovskaya mine-2»	<i>Member of the Board of Directors</i>
<i>LLC «Management company Promuglesbyt»</i>	<i>Member of the Board of Directors</i>
<i>LLC «Kolmogorovskoye mine office»</i>	<i>Member of the Board of Directors</i>

Holds a share in the charter capital of the issuer: 17.25% (*ordinary registered shares*) , as well as 2.361% (Global Depositary Receipts)

Holds no shares in subsidiaries / affiliated companies of the issuer.

7. David Iakobachvili

Position in the issuing joint stock company: Chairman of the Board of Directors

Positions in other organizations:

Organization	Position
<i>OJSC Wimm-Bill-Dann</i>	<i>Chairman of the Board of Directors</i>
OJSC Wimm-Bill-Dann Ukraine	<i>Chairman of Supervisory Board</i>
<i>OJSC Bishkeksut</i>	<i>Member of the Board of Directors</i>
LLC Metelitsa-Club	<i>Member of the Board of Directors</i>
<i>CJSC Gulkevichsky butter factory</i>	<i>Member of the Board of Directors</i>
<i>Airport Financial Services Limited</i>	<i>Director</i>
<i>SCJSC Karasukoye milk</i>	<i>Member of the Board of Directors</i>
<i>OJSC RusAgroProject</i>	<i>Member of the Board of Directors</i>
<i>CJSC Agrocomplex Gorki-2</i>	<i>Member of the Board of Directors</i>
<i>OJSC Mill factory 4</i>	<i>Member of the Board of Directors</i>
LLC «Kolmogorovskaya mine-2»	<i>Member of the Board of Directors</i>
<i>LLC «Management company Promuglesbyt»</i>	<i>Member of the Board of Directors</i>
<i>LLC «Kolmogorovskoye mine office»</i>	<i>Member of the Board of Directors</i>
<i>LLC Atamanskoe</i>	<i>Member of the Board of Directors</i>
<i>CJSC Niva</i>	<i>Member of the Board of Directors</i>
<i>OJSC Zavety Ilyicha</i>	<i>Member of the Board of Directors</i>
<i>OJSC Trud</i>	<i>Member of the Board of Directors</i>

Edgar Filing: WIMM BILL DANN FOODS OJSC - Form 6-K

Holds a share in the charter capital of the issuer: 8.67% (*ordinary registered shares*) , as well as 1.827% (Global Depositary Receipts)

Holds no shares in subsidiaries / affiliated companies of the issuer.

8. Evgeny Grigorievich Yasin

Position in the issuing joint stock company: member of the Board of Directors

Positions in other organizations:

Organization	Position
State University The Higher School of Economics	Research advisor
CJSC Echo Moskvi	<i>Member of the Board of Directors</i>
Expert Institute scientific and charity fund	President
VEB	Chairman of the Expert council

Holds no shares in the charter capital of the issuer or its subsidiaries / affiliated companies.

9. Marcus J. Rhodes

Holds no position in the issuing joint stock company.

Positions in other organizations:

Organization	Position
Cherkisovo group	Member of the Board of Directors
Rosinter group	Member of the Board of Directors
Tethys group	Member of the Board of Directors
PfPf JoHns (wwp Papa Johns)	Member of the Board of Directors

Holds no shares in the charter capital of the issuer or its subsidiaries / affiliated companies.

10. Igor Vladimirovich Kostikov

Edgar Filing: WIMM BILL DANN FOODS OJSC - Form 6-K

Holds no position in the issuing joint stock company.

Positions in other organizations:

Organization	Position
The Institute of the World Economics and International Relations RAN	Chief research officer, member of the Board of Academics
ARCO	Member
ICGN	Member
Almaz-Antey Infinity LLC	General manager
The Institute of Stock Market and Management Foundation	<i>Chairman of the Board</i>
The Russian Academy of State Service for the RF President	<i>Member of the Scientific Board</i>
CJSC BV Media	Chairman of the Board of Directors

Holds no shares in the charter capital of the issuer or its subsidiaries / affiliated companies.

11. Jacques Vincent

Edgar Filing: WIMM BILL DANN FOODS OJSC - Form 6-K

Holds no position in the issuing joint stock company.

Positions in other organizations:

Organization	Position
Danone (France)	Non-executive vice-chairman
Danone SA (Spain)	Member of the board
<i>Cereplast, Inc. (USA)</i>	<i>Member of the Board</i>
<i>Weight Watchers China</i>	<i>Member of the Board</i>
Syngenta (Switzerland)	<i>Member of the Board</i>
<i>Mediaperf (France)</i>	<i>Member of the Board</i>
Yakult (Japan)	<i>Member of the Board</i>
Yakult (India)	Member of the Board
<i>ByoPHYtis (France)</i>	Member of the Board

Holds no shares in the charter capital of the issuer or its subsidiaries / affiliated companies.