

WIMM BILL DANN FOODS OJSC

Form 6-K

November 12, 2004

## **FORM 6-K**

# **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

### **Report of Foreign Issuer**

November 5, 2004

**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**

(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    ☐

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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 extraordinary general shareholders meeting held on December 10, 2004.

**1. Notification to shareholders on Extraordinary General shareholders meeting**

Wimm-Bill-Dann Foods Open Joint Stock Company ( WBD Foods ), located at d. 16/15, Yauzsky bulvar, room 306, Moscow, 109028, Russian Federation,

hereby notifies the shareholders of WBD Foods of an extraordinary general meeting of shareholders of WBD Foods to be held by way of remote voting.

**Agenda of the general meeting of shareholders:**

1. Concerning approval of interested party transactions.

Voting on this agenda item will be conducted using ballot papers.

**Deadline for receipt of ballot papers:** December 10, 2004, by 24:00 Moscow time.

Postal address to which to send completed ballot papers: d. 16/15, Yauzsky bulvar, room 306, Moscow, 109028, Russian Federation.

Date of preparation of the list of persons entitled to participate in the general meeting of shareholders: October 22, 2004 (at end of registrar's business day).

Ballot papers expressing the shareholder's vote must be signed by the shareholder, or by a representative of the shareholder on the basis of a power of attorney attached to the ballot paper and executed in the manner prescribed by article 57 of the Federal Law on Joint Stock Companies.

Materials relating to the agenda matter are attached to the ballot paper. Additionally, materials and documents to be provided to shareholders in preparation for the extraordinary meeting may be inspected at the location of WBD Foods from 10:00 to 16:00 (Moscow time) daily, except Saturday and Sunday.

**WBD Foods Board of Directors**

**2. Draft Resolution of the Extraordinary General Meeting of Shareholders**

1.1. In fulfillment of the formal requirements of the Federal Law on Joint Stock Companies regarding the conclusion of transactions involving a potential interest, and in view of the absence of a genuine conflict of interests, be it resolved that the following transactions be approved:

1. WBD TC CJSC (the Seller) transfers to WBD Foods (the Buyer) a parcel of 100,000 additionally issued common registered shares in WBD TC CJSC, whereas the Buyer accepts the said shares against payment of Rubles 9,892 per share (Beneficiaries: WBD Foods, WBD TC CJSC).

2. Dairy Plant of Timashevsk OJSC (the Seller) transfers to WBD Foods (the Buyer) additionally issued common registered shares in Dairy plant OJSC, whereas the Buyer accepts the said shares in an amount not to exceed the total amount of shares issued by the Seller, against payment of an offer price to be determined by the Seller, subject to the aggregate limit of Rubles 840,000,000 (Beneficiaries: WBD Foods, Dairy Plant OJSC).

**BALLOT PAPER No 1**

Wimm-Bill-Dann Foods Open Joint Stock Company (hereinafter the Company )  
Location: d. 16/15, Yauzsky bulvar, room 306, Moscow, 109028, Russian Federation  
Form of meeting: remote voting  
Deadline for receipt of ballot papers: December 10, 2004, by 24.00 Moscow time  
Postal address to which to send ballot paper:  
d. 16/15, Yauzsky bulvar, room 306, Moscow, 109028, Russian Federation

SHAREHOLDER:

**Total number of votes held by shareholder:**

**Number of votes that may be voted by shareholder on this agenda item:**

Voting on the first agenda item: **Concerning approval of interested party transactions.**

**Voting instructions:**

(Please familiarize yourself with the procedure for filling out the ballot paper before marking your vote!)

The voter may select only one voting option, unless voting pursuant to the instructions of persons who acquired shares after the date of preparation of the list of persons entitled to participate in the meeting ( list preparation date ) or pursuant to the instructions of owners of depositary securities;

if more than one voting option is selected, the voter shall in the corresponding number of votes cast field specify the number of votes cast for that voting option, and make a note that the shares are being voted in accordance with the instructions of acquirers of shares assigned after the list preparation date and/or owners of depositary securities;

a person voting on the basis of a power of attorney issued with respect to shares assigned after the list preparation date shall in the corresponding number of votes cast field specify the number of votes cast for that voting option, and make a note that the shares are being voted on the basis of

**Voting instructions:**

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a power of attorney issued with respect to shares assigned after the list preparation date;

if not all shares were assigned after the list preparation date, the voter shall in the corresponding number of votes cast field specify the number of votes cast for the selected voting option, and make a note indicating the number of shares assigned after the list preparation date. If the same voting option is selected both for the voter's shares and for shares assigned after the list preparation date (pursuant to the instructions of their acquirers), the votes shall be totaled.

### Matter put to a vote (wording of resolution)

**1. In fulfillment of the formal requirements of the Federal Law on Joint Stock Companies regarding the conclusion of transactions involving a potential interest, and in view of the absence of a genuine conflict of interests, be it resolved that the following transactions be approved:**

1.1. WBD TC CJSC (the Seller) transfers to WBD Foods (the Buyer) a parcel of 100,000 additionally issued common registered shares in WBD TC CJSC, whereas the Buyer accepts the said shares against payment of Rubles 9,892 per share (Beneficiaries: WBD Foods, WBD TC CJSC).

**VOTING OPTIONS**



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cross out the two undesired voting options

(leave only one voting option, except in the cases specified in the voting instructions)

FOR

AGAINST

ABSTAINED

Fields for cases specified in the voting instructions

Number  
of votes  
cast

1.2. Dairy Plant of Timashevsk OJSC (the Seller) transfers to WBD Foods (the Buyer) additionally issued common registered shares in Dairy plant OJSC, whereas the Buyer accepts the said shares in an amount not to exceed the total amount of shares issued by the Seller, against payment of an offer price to be determined by the Seller, subject to the aggregate limit of Rubles 840,000,000 (Beneficiaries: WBD Foods, Dairy Plant OJSC).

### VOTING OPTIONS



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cross out the two undesired voting options

(leave only one voting option, except in the cases specified in the voting instructions)

FOR

AGAINST

ABSTAINED

Fields for cases specified in the voting instructions

Number  
of votes  
cast

**The ballot paper should be signed by the shareholder (or his representative).**

|  |  |  |
|--|--|--|
| SIGNATURE  |  |  |
|  |  |  |
|  |  |  |
| <i>This ballot paper is void unless signed by the shareholder or shareholder's representative!<br/>(Individuals: also write surname and initials; legal entities: write the full name of the entity and the signing<br/>person's title, surname and initials, and authority)</i> |  |  |

**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/ Vladimir V.<br>Preobrajensky                     |
| Name:  | Vladimir V. Preobrajensky                            |
| Title: | Chief Financial Officer<br>Wimm-Bill-Dann Foods OJSC |

Date: November 5, 2004