

CPFL Energy INC  
Form 6-K  
March 30, 2015

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 6-K**

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13A-16 OR 15D-16 UNDER THE  
SECURITIES EXCHANGE ACT OF 1934

For the month of March, 2015  
Commission File Number 32297

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**CPFL Energy Incorporated**  
(Translation of Registrant's name into English)

Rua Gomes de Carvalho, 1510, 14° andar, cj 1402  
CEP 04547-005 - Vila Olímpia, São Paulo – SP  
Federative Republic of Brazil  
(Address of principal executive office)

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 if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule  
101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule  
101(b)(7):

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

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b):  
82-\_\_\_\_\_



**CPFL ENERGIA S.A.**

Publicly Held Company

Corporate Taxpayer ID (CNPJ/MF) 02.429.144/0001-93  
Company Registry (NIRE) 35.300.186.133

**ANNUAL AND EXTRAORDINARY SHAREHOLDERS' MEETINGS**

**CALL NOTICE**

The Shareholders of CPFL Energia S.A. ("Company") are hereby called, pursuant to Article 124 of Federal Law 6,404 of December 15, 1976 ("Brazilian Corporations Law"), to convene at the Annual and Extraordinary Shareholders' Meetings ("Meetings") to be held on April 29, 2015 at 10:00 a.m., at the registered office of the Company located at Rua Gomes de Carvalho, nº. 1510, 14º andar, conj. 142, Vila Olímpia, in the City and State of São Paulo, to consider and vote on the following agenda:

**I - Annual Shareholders' Meeting:**

- a. To take the Management accounts, examine, discuss and vote on the management report and the financial statements of the Company, accompanied by the reports of the independent auditors and the Fiscal Council for the fiscal year ended December 31, 2014;
  
- b. Approve the proposal for allocation of the net income for the fiscal year ended December 31, 2014;
  
- c. Approve the number of members to compose the Board of Directors, in compliance with Article 15 of the Company's Bylaws;

- d. Elect the sitting and deputy members of the Board of Directors of the Company;
  
- e. Elect the sitting and deputy members of the Fiscal Council of the Company;
  
- f. Establish the overall compensation of the managers of the Company for the period between May 2015 and April 2016; and
  
- g. Establish the overall compensation of the members of the Fiscal Council for the period between May 2015 and April 2016.

**II - Extraordinary Shareholders' Meeting:**

- a. Approve the increase in the Company's capital stock, from four billion, seven hundred and ninety-three million, four hundred and twenty-four thousand, three hundred and fifty-six reais and sixty-two centavos (R\$4,793,424,356.62) to five billion, three hundred forty-eight million, three hundred eleven thousand, nine hundred fifty-five reais and seven centavos (R\$5,348,311,955.07), through the capitalization of profit reserves, with consequent share bonus; and
  
  - b. Approve the amendment to and restatement of the Bylaws to include the following adjustments, as detailed in the Company's management proposal:
    - b.i) capital increase to reflect the change in item (a) above;
  
    - b.ii) change in the scope of powers to approve certain matters by the Company's Board of Executive Officers;
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- b.iii) monetary restatement of values expressly determined by the Bylaws of the Company;
- b.iv) change in the composition of the Company's Board of Executive Officers; and
- b.v) adjustment to the wording and inclusion of cross references for improved understanding of the Bylaws of the Company.

### **General Information:**

- 1.** The Company's common shareholders of record may participate in the Meetings, provided they are registered in the Registry of Book-Entry Shares of the depositary institution of the shares, Banco do Brasil S.A., and present the following documents: **(i) for individuals** - identification document with photo; **(ii) for legal persons** - a certified copy of the most recent Bylaws or consolidated Articles of Association and corporate documentation granting powers of representation (minutes of election of the officers and/or power-of-attorney), as well as an identification document with photo of the legal representative(s); and **(iii) for shareholders organized as Investment Funds** - a certified copy of the most recent consolidated regulations of the fund and the Bylaws or Articles of Association of the fund administrator, and corporate documentation granting powers of representation (minutes of election of the officers and/or power-of-attorney), as well as an identification document with photo of the legal representative(s).
  
- 2.** Any shareholder may appoint a proxy to attend the Meetings and vote on their behalf. In the event of representation by proxy, the following documents must be presented: **(i)** proxy appointment instrument granting special powers of representation at the Meetings; **(ii)** bylaws or articles of association and the minutes of the election of the managers in the case of legal persons; and **(iii)** identification document with photograph of the proxy.
  
- 3.** Proxy instruments, pursuant to Paragraph 1, Article 126 of Brazilian Corporations Law, may be granted to any person meeting at least one of the following requirements: **(i)** a shareholder or manager of the Company, **(ii)** a lawyer, or **(iii)** a financial institution. For shareholders who are legal persons, in accordance with the understanding of the Joint Committee of CVM issued in a meeting held on November 4, 2014 (CVM Proceeding RJ2014/3578), there is no need for the proxy to be **(i)** a shareholder or manager of the Company, **(ii)** a lawyer, or **(iii)** a financial institution.
  
- 4.** To facilitate the holding of the Meetings, the Company requests shareholders submit their proxy appointments and representation documents at least twenty-four (24) hours prior

to the Meetings, in accordance with the head paragraph of Article 12 of the Company's Bylaws. Shareholders attending the Meetings bearing the required documents will be allowed to participate and vote, even if they fail to present the documents prior to the meeting.

**5.** In accordance with Instruction No. 165 of December 11, 1991 issued by the Securities and Exchange Commission of Brazil ("CVM"), as amended by CVM Instruction No. 282 of June 26, 1998, the minimum percentage of voting capital required for adopting a multiple vote procedure in the election of the members to the Board of Directors is five percent (5%), and said right must be exercised by shareholders at least 48 (forty-eight) hours prior to the Meetings, pursuant to Article 141, Paragraph 1 of Brazilian Corporations Law.

**6.** Pursuant to Article 135, Paragraph 3 of Brazilian Corporations Law, and in compliance with the provisions in Article 6 and subsequent articles of CVM Instruction 481 of December 17, 2009, all documents pertaining to the matters to be considered and voted on at the Meetings are available to shareholders as from this date at the head office of the Company, on its Investor Relations website ([www.cpfl.com.br/ri](http://www.cpfl.com.br/ri)) and on the websites of the CVM ([www.cvm.gov.br](http://www.cvm.gov.br)), the BM&FBovespa S.A. - Securities, Commodities and Futures Exchange ([www.bmfbovespa.com.br](http://www.bmfbovespa.com.br)) and the U.S. Securities and Exchange Commission – SEC ([www.sec.gov](http://www.sec.gov)).

São Paulo, March 28, 2015

Murilo Cesar L. S. Passos

Chairman of the Board of Directors

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