



RANDON S.A. Implementos e Participações

Listed Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Minutes no. 20 for the Executive Board Meeting

On March 6, 2009, at 2:00 PM, at the Company's headquarters located on Abramo Randon Ave., 770, in this city of Caxias do Sul, RS, all the members of the Executive Board gathered with Raul Anselmo Randon as chair and Alexandre Randon as secretary. The Directors put forward a proposal to increase the Company's capital in the following terms: EXECUTIVE BOARD'S PROPOSAL – Dear Members of the Board of Directors: We submit to you, for your appreciation and manifestation, and referral to the general meeting, after the members of the Audit Board have expressed their opinion, proposal to increase the Company's capital, without issuance of new shares, upon the incorporation of part of the Investment Reserve and Working Capital, as follows: **(1)** As provided by Article 199, of Law 6.404/76, and § 2nd of Article 36 of the Company's By-laws, the balance of the profit reserve cannot exceed the capital amount. In the event of exceeding it, the General Meeting will decide on the destination of the surplus amount. **(2)** In accordance with the proposal of allocation of the net profit for the 2008 period, made pursuant the Law and the Company's By-laws, contained in the Financial Statements audited by KPMG Auditores Independentes, the balance of the profit reserves, Legal Reserve and Investment Reserve and Working Capital, has exceed the value of the company's capital by R\$ 5.654.853,30 (Five million, six hundred and fifty-four thousand, eight hundred and fifty-three Reais and thirty cents). **(3)** In accordance with Note 20 of the referred Financial Statements, the Executive Board proposed to call an Extraordinary General Meeting for the same day and time as the Ordinary General Meeting, which will be held up to the end of April 2009, to deliberate on the increase of the Company's capital by R\$ 6.000.000,00 (Six million Reais), without issuance of new shares (capitalizing the amount of R\$ 0,03 per share), upon the incorporation of part of the balance of the Investment Reserve and Working Capital. Therefore, the company's capital will go from R\$ 400.000.000,00 (four hundred million Reais) to R\$ 406.000.000,00 (Four hundred and six million Reais). **(4)** After the increase of the Company's capital, the corresponding adjustment will be made in the financial statements, with the Net Equity being represented as follows:

NET EQUITY	R\$ 788.915.320,72
Capital	R\$ 406.000.000,00
Legal Reserve	R\$ 47.563.874,30
Investment and Working Capital Reserve	R\$ 352.090.979,04
Shares in Treasury	R\$ (27.625.941,00)
Re-evaluation Reserves	R\$ 8.047.414,53
Net Equity Evaluation Adjustment	R\$ 2.838.993,85

(5) Statutory Changes: Because of such a capital increase, Article 5th of the Company's By-Laws, shall be adjusted to the new capital amount, being proposed the following wording for it: **Article 5th.** *The capital is R\$ 406.000.000,00 (Four hundred and six million Reais), represented by 162.523.635 (One hundred and sixty-two million, five hundred and twenty-three thousand and six hundred and thirty-five) shares, being 54.592.196 (Fifty-four million, five hundred and ninety-two thousand, one hundred and ninety-six) common shares and 107.931.439 (one hundred and seven million, nine hundred and thirty-one thousand, four hundred and thirty-nine) preferred shares, all uncertificated and without par value. Caxias do Sul, March 6, 2009" Raul Anselmo Randon, Alexandre Randon, Astor Milton Schmitt and Erino Tonon. These minutes, after being read and approved, were signed by all Directors. Caxias do Sul, March 6, 2009.*

Raul Anselmo Randon

Alexandre Randon

Erino Tonon

Astor Milton Schmitt