



RANDON S.A. Implementos e Participações

Listed Company
CNPJ 89.086.144/0001-16
NIRE 43300032680

Minutes no. 632 for the Board of Directors Meeting

On March 9, 2009, at 2:00PM, at the Company's headquarters located on Abramo Randon Ave., 770, Interlagos District, in the city of Caxias do Sul, RS, all members of the Board of Directors, the current members of the Audit Board, and the members of the Executive Board gathered with Raul Anselmo Randon as chair and David Abramo Randon as secretary. The members of the Board of Directors unanimously decided to authorize the referral of Executive Board's Proposal to the shareholders gathered in general meeting, for their appreciation. Such a proposal is dated March 6, 2009 and is for the increase of the company's capital by incorporating part of the Investments Reserve and Working Capital, without issuance of new shares, considering that, with the destination of the net profit for 2008 fiscal period, such a reserve has exceeded the legal and statutory limits. The Board members have agreed with such a proposal, in which the company's capital shall be increased by R\$ 6.000.000,00 (six million Reais), going from R\$ 400.000.000,00 (four hundred million Reais) to R\$ 406.000.000,00 (Four hundred and six million Reais). The Audit Board members delivered their Opinion showing their favorable opinion with the capital increase to the Chairman of the Board of Directors. As a result of the decision made by this Board of Directors Meeting, the Board members authorized to call an Extraordinary General Meeting, to be cumulatively held with the Ordinary General Meeting by April 30, 2009, to deliberate on the proposed capital increase. The meeting was closed and these minutes were written up, read, approved and then signed by the Board of Directors members. Caxias do Sul, March 9, 2009.

Raul Anselmo Randon

David Abramo Randon

Ery José Bernardes

Hugo Eurico Irigoyen Ferreira

José Maria Rabelo