



## **RANDON S.A. Implementos e Participações**

Publicly-Traded Company  
CNPJ 89.086.144/0001-16  
NIRE 43300032680

### **Minutes no. 763 of the Board of Directors` Meeting**

DATE, TIME AND VENUE: March 11, 2014, at 10:00 A.M., at the company`s headquarters located at Abramo Randon Ave., 770, in Caxias do Sul, RS.

PARTICIPANTS: All members of the Board of Directors, sitting members of the Audit Board, Directors, and representatives of Ernst & Young Terco Auditores Independentes S.S.

PRESIDING BOARD: Raul Anselmo Randon, Chair, and Alexandre Randon, Secretary.

RESOLUTIONS: According to the Agenda of the Day, known to all, the Board members unanimously decided to:

(1) formalize their favorable opinion about: (a) The Financial Statements and their Notes to the financial statements, the report of Ernst & Young Terco Auditores Independentes S.S., and the 2013 Annual Management Report ended December 31, 2013. The Board members deemed the Report contents as correct, and the Financial Statements as appropriate in all their aspects; The Executive Board's Proposal on the appropriation of net income for the year, including the proposal on dividends, which have been calculated at the rate of 30% of the adjusted income, pursuant to the Company`s By-Laws; the Board Member Maria Tereza Casagrande congratulated the Company on its posture and transparency, thanked for the collaboration of the administrators and technicians, highlighted the smooth development of the tasks, and informed that the opinion of the Supervisory Board is that the Management Documents are suitable for their appreciation by shareholders at the Annual General Meeting. As a result of the decisions made in this Meeting, the Board Members authorized the convening of the Ordinary General Meeting, to be held on April 14, 2014 to resolve on the matters relating to Art. 32, of Law 6404/76;



**(2)** In line with the provisions of subparagraph “o” of Article 22 of the Company's By-Laws, and the provisions of Article 31 of CVM Instruction no. 308/99, replace the independent auditing company, appointing KPMG AUDITORES INDEPENDENTES S.S., a private legal entity headquartered in the city of São Paulo (SP), at Rua Dr. Renato Paes de Barros, no. 33, ZIP CODE 04530-904, enrolled with the General Taxpayers` Registry (CNPJ) under number 57.755.217/0001-29, with office (branch) in the city of Porto Alegre (RS), on Borges de Medeiros Ave, no. 2233, 8th floor, ZIP CODE 90110-150, enrolled with the General Taxpayers` Registry (CNPJ) under no. 57.755.217/0005-52 As of 2014 (calendar year) on, said firm will be responsible for auditing the financial statements of the Company, in accordance with the applicable law.

CLOSURE: There being no other matters to address, the minutes were written up, read, approved and signed by the Board members. Caxias do Sul, March 11, 2014.

Raul Anselmo Randon

Alexandre Randon

Ruy Lopes Filho

Hugo Eurico Irigoyen Ferreira

Célia Maria Xavier Larichia