

To
The Members
LUMAX INDUSTRIES LTD

Sub: Abstract of the variation in the terms of the payment of remuneration to Mr. Ikuo Abe, Senior Executive Director and Mr. Atsushi Ishii, Executive Director of the company and Memorandum of Interest under Section 302 of the Companies Act, 1956.

Dear Members,

The Board of Directors of the Company, at their meeting held on November 12, 2010 approved a variation in one of the existing terms and conditions of the remuneration of Mr. Ikuo Abe, Senior Executive Director and Mr. Atsushi Ishii, Executive Director by deleting the Clause 3 (d) (iii) as mentioned in the Explanatory Statement for Item No. 11 & 12 of Notice of Annual General Meeting dated September 1, 2008, from the Remuneration of Mr. Ikuo Abe and Mr. Atsushi Ishii regarding "Absence Fees" w.e.f April 01, 2010.

As required under Section 302 of the Companies Act, 1956, an Abstract of the Variation in one of the existing terms and conditions of the remuneration of Mr. Ikuo Abe, Senior Executive Director and Mr. Atsushi Ishii, Executive Director and Memorandum of Interest is being sent to the members as set out herein below:-

ABSTRACT

In the Annual General meeting dated September 1, 2008, the shareholders have given approval for the appointment and payment of remuneration including "Absence Fees" as part of Domestic Salary and other benefits in Japan of Mr. Ikuo Abe as Senior Executive Director and Mr. Atsushi Ishii as Executive Director, (Nominee Directors of Stanley Electric Co. Ltd – Technical and Financial Collaborator) for a period of three years w.e.f August 1, 2008 subject to the approval of the Central Government with liberty and authority granted to the Board of Directors (the Board) to alter and vary the terms and conditions, including remuneration, of the appointment of the said Directors. The Central Government approval was also obtained in this regard.

Now, it has been agreed with Stanley Electric Co. Ltd, Japan that no "Absence fee" will be payable in respect of the aforesaid Directors w.e.f. April 1, 2010.

Accordingly, the Board of Directors of the Company, at their meeting held on November 12, 2010, approved the above proposal for modification in the existing terms and conditions of the remuneration of Mr. Ikuo Abe, Senior Executive Director and Mr. Atsushi Ishii, Executive Director by deleting the Clause 3 (d) (iii) pertaining to payment of "Absence Fees" as mentioned in the Explanatory Statement for Item No. 11 & 12 of Notice of Annual General Meeting dated September 1, 2008, from the Remuneration of Mr. Ikuo Abe and Mr. Atsushi Ishii, which shall be effective from April 01, 2010.

All other Terms and Conditions shall remain the same.

MEMORANDUM OF CONCERN OR INTEREST OF DIRECTORS

None of the Directors are interested in the above arrangement, except Mr. Ikuo Abe, Mr. Atsushi Ishii and Mr. Makio Natsusaka all being Nominee Directors of Stanley Electric Co. Ltd.

By Order of the Board

**B. S. Bhadauriya
Vice President (Legal)
& Company Secretary**

Place: New Delhi
Date: November 12, 2010

To,

If undelivered, please return to:

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Lumax Industries Limited
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