

**Format of Quarterly Compliance Report on Corporate Governance under Clause 49 of the Listing Agreement**

Name of the company: **SUN SOURCE (INDIA) LIMITED**

Quarter ending on: **DECEMBER, 2008**

<b>PARTICULARS</b>	<b>CLAUSE OF LISTING AGREEMENT</b>	<b>COMPLIANCE STATUS YES/NO</b>	<b>REMARKS</b>
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49 (IA)	YES	Not Applicable
(B) Non-executive Directors' Composition & Disclosures	49 (IB)	YES	Not Applicable
(C) Other Provisions as to Board and Committees	49 (IC)	YES	Not Applicable
(D) Code of Conduct	49 (ID)	YES	Not Applicable
<b>II Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	YES	Not Applicable
(B) Meeting of Audit Committee		YES	Not Applicable
(C) Powers of Audit Committee 49 (IIC)	49 (IIB)	YES	Not Applicable
(D) Role of Audit Committee	49 II(D)	YES	Not Applicable
(E) Review of Information by Audit Committee	49 (IIE)	YES	Not Applicable
<b>III Subsidiary Companies</b>	49 (III)	Not Applicable	Not Applicable
<b>IV Disclosures</b>	49 (IV)		

(A) Basis of Related Party Transactions	49 (IV A)	YES	Not Applicable
(B) Disclosure of Accounting Treatment	49 (IV B)	YES	Not Applicable
(C) Board Disclosures	49 (IV C)	YES	Not Applicable
(D) Proceeds from Public Issues, Right Issues, Preferential Issues etc.	49 (IV D)	Not Applicable	Not Applicable
(E) Remuneration of Directors	49 (IV E)	YES	Not Applicable
(F) Management	49 (IV F)	YES	Not Applicable
(G) Shareholders	49 (IV G)	YES	Not Applicable
<b>V. CEO/CFO Certification</b>	49 (V)	YES	Not Applicable
<b>VI Report on Corporate Governance</b>	49 (VI)	YES	Not Applicable
<b>VII Compliance</b>	49 (VII)	YES	Not Applicable

For SUN SOURCE (INDIA) LIMITED

SD/-  
DIRECTOR