

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: **SEPTEMBER, 2008**

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS YES/NO	REMARKS
I Board of Directors	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
II Audit Committee	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

III Subsidiary Companies	49 (III)	Not Applicable	Not Applicable
IV Disclosures	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
V. CEO/CFO Certification	49 (V)	YES	Not Applicable
VI Report on Corporate Governance	49 (VI)	YES	Not Applicable
VII Compliance	49 (VII)	YES	Not Applicable

For SUN SOURCE (INDIA) LIMITED

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DIRECTOR