

**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: March, '12**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No	Remarks
<b>I Board of Directors</b>	49 I		
(A) Composition of Board	49(IA)	<b>YES</b>	<b>Not Applicable</b>
(B) Non-executive Directors' Compensation & Disclosures	49 (IB)	<b>YES</b>	<b>Not Applicable</b>
(C) Other Provisions as to Board and Committees	49 (IC)	<b>YES</b>	<b>Not Applicable</b>
D) Code of Conduct	(49 (ID)	<b>YES</b>	<b>Not Applicable</b>
<b>II. Audit Committee</b>	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	<b>YES</b>	<b>Not Applicable</b>
(B) Meeting of Audit Committee		<b>YES</b>	<b>Not Applicable</b>
(C) Powers of Audit Committee	49 (IIB)	<b>YES</b>	<b>Not Applicable</b>
49 (IIC)			
(D) Role of Audit Committee	49 II(D)	<b>YES</b>	<b>Not Applicable</b>
(E) Review of Information by Audit Committee	49 (IIE)	<b>YES</b>	<b>Not Applicable</b>
<b>III. Subsidiary Companies</b>	49 (III)	<b>Not Applicable</b>	<b>Not Applicable</b>
<b>IV. Disclosures</b>	49 (IV)		
(A) Basis of Related Party Transactions	49 (IV A)	<b>YES</b>	<b>Not Applicable</b>
(B) Disclosure of Accounting Treatment	49 (IV B)	<b>YES</b>	<b>Not Applicable</b>
(C) Board Disclosures	49 (IV C)	<b>YES</b>	<b>Not Applicable</b>

(D) Proceeds from Public Issues, Rights Issues, Preferential Issues etc.	49 (IV D)	<b>Not Applicable</b>	<b>Not Applicable</b>
(E) Remuneration of Directors	49 (IV E)	<b>YES</b>	<b>Not Applicable</b>
(F) Management	49 (IV F)	<b>YES</b>	<b>Not Applicable</b>
(G) Shareholders	49 (IV G)	<b>YES</b>	<b>Not Applicable</b>
<b>V.CEO/CFO Certification</b>	49 (V)	<b>YES</b>	<b>Not Applicable</b>
<b>VI. Report on Corporate Governance</b>	49 (VI)	<b>YES</b>	<b>Not Applicable</b>
<b>VII. Compliance</b>	49 (VII)	<b>YES</b>	<b>Not Applicable</b>

Dated: 09<sup>th</sup> April, 2012

For **SUN SOURCE (INDIA) LIMITED**

Place: Ahmedabad

**DIRECTOR**