

**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: **JUNE, 2010**

| <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