



Corporate Governance Guidelines

The Corporate Governance Guidelines adopted by the board of directors (the "Board") of TeleNav, Inc. (the "Company") provide a structure within which directors and management can effectively pursue the Company's objectives for the benefit of its stockholders. To that end and to comply with applicable regulations of the Nasdaq Stock Market, the Board adopted the following Corporate Governance Guidelines.

Principal Functions of the Board

Review and Approve the Company's Strategic Direction and Performance

The fundamental role of the members of the Board is to exercise their business judgment to act in what they reasonably believe to be the best interests of the Company and its stockholders. It is the duty of the Board to oversee the Chief Executive Officer and other senior management in the competent and ethical operation of the Company. The Board reviews and approves goals and annual operating plans of the Company. On an ongoing basis during the year, the Board monitors the Company's performance against its goals and operating plans.

Advise and Counsel Management

Advice and counsel to management occurs both in formal meetings of the Board and committees of the Board and through informal, individual director's contacts with the Chief Executive Officer and other members of management.

Review Management Performance and Compensation

The Compensation Committee evaluates the compensation plans, policies and programs for executive officers and other employees to ensure they are appropriate, competitive and properly reflect the Company's objectives and performance.

Review Management Succession Planning.

The Board or the appropriate committee periodically reviews the Company's succession planning for the position of Chief Executive Officer as well as certain other senior management positions.

Evaluate the Performance of the Board

The Board is responsible to annually review the Board regarding the assessment of the performance of the Board as a whole. This report will be discussed with the full Board. The purpose of this assessment is to increase the effectiveness of the Board as a whole, not to focus on individual Board members.

Monitor the Effectiveness of the Company's Governance Practices

The Board periodically reviews and evaluates the effectiveness of the governance practices under which the Board operates and makes changes to such practices as needed.

Ensure the Integrity of Financial Information

The Audit Committee of the Board ensures the integrity of the Company's accounting and financial reporting systems, including the audit of the Company's annual financial statements by the independent auditors, and that appropriate systems of control are in place. The Audit Committee reports to the Board on a regular basis and the Board, upon the recommendation of the Audit Committee, takes such actions as are necessary to ensure the integrity of the Company's accounting and financial reporting systems and that appropriate controls are in place.

Structure and Composition of the Board

Size of the Board

The Board considers and recommends changes in the size of the Board. The Board would consider expanding its size to accommodate outstanding candidates.

Selection and Evaluation of Directors

The Board will approve all nominees for membership on the Board, including the slate of director nominees to be proposed by the Board to the Company's stockholders for election or any director nominees to be elected or appointed by the Board to fill interim director vacancies on the Board.

Board Membership Criteria

The Board is responsible for articulating and refining specific criteria for Board membership to supplement the more general criteria set forth in its charter and in this policy regarding such matters as integrity, independence, diligence and the like. Also,

the Board is responsible for periodically evaluating all directors and director candidates based on such general and specific criteria and for seeking to assure that specific talents, skills and other characteristics that are needed to increase the Board's effectiveness are possessed by an appropriate combination of directors. Notwithstanding such criteria, the Board shall have a majority of directors who meet the criteria for independence established by applicable law, including the Sarbanes-Oxley Act of 2002 and the rules and regulations of the Securities and Exchange Commission, and the Nasdaq Stock Market.

Director Orientation and Continuing Education

New directors should participate in an orientation process that includes presentations and materials regarding the Company's business and operations and meetings with key personnel. The Board also believes that ongoing education for directors is important for maintaining a current and effective Board. Accordingly, the Board encourages directors to participate in ongoing education and considers, from time to time, more formal director education programs.

Selection of Chairman

The Board shall select a Chairman pursuant to its Bylaws. The Board does not have a policy on whether or not the roles of the Chairman and Chief Executive Officer should be separate or whether the Chairperson may otherwise be an employee of the Company. The Board believes it should be free to determine what is best for the Company at a given point in time. If the Chairman is an employee, the Board shall appoint an independent director as the Lead Director, subject to such director accepting such appointment.

Term Limits

The Board does not believe it should establish term limits, because directors who have developed over time increasing insight into the Company and its operations provide an increasing contribution to the Board as a whole.

Retirement Age

The Board does not believe that a fixed retirement age for directors is appropriate. *Change in Director Responsibilities*
Directors are encouraged to offer their resignation from the Board and each committee in the event of any significant change in their personal circumstances, including a change in their principal job responsibilities. While it will not be advisable in many situations for the Company to accept such resignation, submission of a letter of resignation will provide an opportunity for the Board or the appropriate committee to review the continued appropriateness of such director's membership on the Board and each applicable Board committee under the new circumstances.

Board Meetings and Operations

Board Agenda

The Chairman and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer) will establish the agenda for each Board meeting. Each Board member is free to suggest the inclusion of item(s) on the agenda.

Board Materials

Generally, members of the Board receive information in advance of meetings of the Board so they will have an opportunity to prepare for discussion of the items at the meeting. Information may include summaries, reports and other materials prepared by management and/or third parties. It is recognized that circumstances will arise when it is not feasible to provide information relating to certain agenda items reasonably in advance of a Board meeting or an action to be taken by written consent. In such event, reasonable steps shall be taken (which may include extending the length of the Board meeting to allow more discussion, adjourning the meeting for a brief period to allow directors time to review such information, deferring a vote until a follow-up telephonic meeting, or other measures as appropriate) to permit the directors to become reasonably informed as to the matter before voting on it. At meetings of the Board, ample time is scheduled to assure full discussion of important matters. Management presentations are scheduled to permit sufficient Board meeting time to be available for discussion and comments.

Director Attendance and Participation

Directors are expected to prepare for and participate in all meetings of the Board and applicable meetings of committees of the Board. Each director is expected to ensure that other commitments do not materially interfere with the member's service as director. To facilitate participation, directors may attend in person, via telephone conference or via video-conference. The Company will make every effort to schedule its annual meeting of stockholders at a time and date to maximize attendance by directors taking into account the directors' schedules. All directors shall make every effort to attend the company's annual meeting of stockholders.

If a director, our Chief Executive Officer shall not serve on more than one board of a public company in addition to the Board and should not serve on the audit committee of any public company. Any other directors who also serve as chief executive officers of other companies or in equivalent positions should not serve on more than two boards of public companies in addition to the Board and should not serve on the audit committee of any public company. Other directors should not serve on more than four other boards of public companies in addition to the Company's board.

Access to Management and Independent Advisors

After providing written notice to the Chief Executive Officer, the members of the Board shall have access to, and are encouraged to contact, Company employees in order to obtain the information necessary to fulfill their duties. The Board may establish a process for such inquiries. Management is encouraged to invite Company employees to Board meetings where management participation will provide the Board with additional insight into the matters being considered. The Board and each committee of the Board shall have the authority to obtain advice, reports or opinions from internal and external counsel and expert advisers and shall have the power to hire independent legal, financial and other advisers as they may deem necessary, without consulting with, or obtaining approval from, management of the Company in advance.

Executive Sessions

The non-management and independent directors must meet at regularly scheduled executive sessions without management. If available, the Lead Director shall chair the Board's executive sessions of non-management and independent members of the Board.

Board Interaction with Third Parties

The Board believes that management speaks for the Company. Individual members of the Board may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that members of the Board would do this with the knowledge of the Chairman and Chief Executive Officer (if the Chairman is not the Chief Executive Officer).

Board Committees

Number, Structure and Independence of Committees

The Board has at least the following two standing committees: an Audit Committee and a Compensation Committee. The Board may, from time to time, form new committees as it deems appropriate. The Board may, to the fullest extent permitted by law, delegate any of its functions and responsibilities to a committee of the Board.

All of the members of the Audit and Committees will meet the criteria for independence established by applicable law, including the rules and regulations of the Securities and Exchange Commission and the Nasdaq Stock Market. The members of these committees will also meet any other membership criteria specified in the respective charters of such committees. Each of the Audit and Compensation Committees has its own charter. Such charters set forth the policies and responsibilities of the respective committees in addition to the qualifications for membership on such committees.

Appointment and Rotation of Committee Members

Members of the Audit and Compensation Committees are appointed by the Board after being recommended by the Board. Consideration will be given to rotating committee members periodically, but the Board does not believe that such a rotation should be mandated as a policy because there may be reasons at a given point in time to maintain an individual director's committee membership for a longer period.

Committee Meetings

The Chair of each committee of the Board will, in consultation with appropriate committee members and members of management, and in accordance with the committee's charter, determine the frequency and length of committee meetings and develop the committee's agenda.

Miscellaneous

Director Compensation

The Compensation Committee reviews and recommends to the Board for its approval the cash and equity compensation for members of the Board in accordance with the Compensation Committee's charter.

Stock Ownership

The board believes that directors and officers should generally own stock in the Company in order to align their interests with the long-term interests of the Company's stockholders.