



## **Policies and Procedures for Communications to Independent Directors**

(Adopted on October 28, 2009)

The Board of Directors believes that management speaks for TeleNav, Inc. (the "Company"). Individual Board members may, from time to time, communicate with various constituencies that are involved with the Company, but it is expected that Board members would do this with knowledge of management and, in most instances, only at the request of management.

In cases where stockholders wish to communicate directly with our non-management directors, messages can be sent to our General Counsel, at TeleNav, Inc., 950 De Guigne Drive, Sunnyvale, CA 94085, Attn: General Counsel. Our General Counsel monitors these communications and will provide a summary of all received messages to the Board of Directors at each regularly scheduled meeting of the Board of Directors. Where the nature of a communication warrants, our General Counsel may determine, in his or her judgment, to obtain the more immediate attention of the appropriate committee of the Board, a non-management director, independent advisor or Company management, as our General Counsel considers appropriate.

Our General Counsel may decide in the exercise of his judgment whether a response to any stockholder communication is necessary.

This procedure for stockholder communications with the non-management directors is administered by the Company's Nominating and Governance Committee. This procedure does not apply to (a) communications to non-management directors from officers or directors of the Company who are stockholders, or (b) stockholder proposals submitted pursuant to Rule 14a-8 under the Securities and Exchange Act of 1934, as amended.