



Policy for Nomination of Directors

Policies and Procedures for Director Candidates

Candidate Recommendations. It is the policy of TeleNav, Inc.'s (the "Company's") Board of Directors (the "Board") to consider recommendations for candidates to the Board of Directors from stockholders holding no less than one percent (1%) of the outstanding shares of the Company's securities continuously for at least twelve (12) months prior to the date of the submission of the recommendation or nomination.

A stockholder that desires to recommend a candidate for election to the Board of Directors shall direct the recommendation in written correspondence by letter to TeleNav, Inc. attention Secretary, at the Company's offices at 950 De Guigne Dr., Sunnyvale, CA 94085. Such written letter must include the candidate's name, home and business contact information, detailed biographical data, relevant qualifications, information regarding any relationships between the candidate and TeleNav, Inc. within the last three years and evidence of the required ownership of Company stock by the recommending stockholder. Such recommendations must also include a statement from the recommending stockholder in support of the candidate, particularly within the context of the criteria for Board membership, including issues of character, integrity, judgment, diversity of experience, independence, area of expertise, corporate experience, length of service, potential conflicts of interest, other commitments and the like and personal references.

Candidate Nominations. A stockholder that instead desires to nominate a person directly for election to the Board of Directors at an annual or special meeting of the stockholders must meet the deadlines and other requirements set forth in Sections 2.4 (ii) and 2.4(iii) of the Bylaws and the rules and regulations of the Securities and Exchange Commission. Under the Bylaws, a stockholder's notice must set forth all information required therein and must be timely received by the Secretary of the Company.

To be timely for an annual meeting, a stockholder's notice must be received by the Secretary at the principal executive offices of the Company not later than the 45th day nor earlier than the 75th day before the one-year anniversary of the date on which the Company first mailed its proxy materials or a notice of availability of proxy materials (whichever is earlier) for the preceding year's annual meeting; *provided, however*, that in the event that no annual meeting was held in the previous year or if the date of the annual meeting is advanced by more than 30 days prior to or delayed by more than 60 days after the one-year anniversary of the date of the previous year's annual meeting, then, for notice by the stockholder to be timely, it must be so received by the secretary not earlier than the close of business on the 120th day prior to such annual meeting and not later than the close of business on the later of (i) the 90th day prior to such annual meeting, or (ii) the 10th day following the day on which Public Announcement (as defined below) of the date of such annual meeting is first made. "Public Announcement" shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or a comparable national news service or in a document publicly filed by the Company with the Securities and Exchange Commission pursuant to Section 13, 14 or 15(d) of the Securities Exchange Act of 1934, as amended, or any successor thereto (the "1934 Act"). To be timely for a special meeting, such notice must be received by the secretary at the principal executive offices of the corporation not later than the close of business on the later of the 90th day prior to such special meeting or the tenth day following the day on which Public Announcement is first made of the date of the special meeting and of the nominees proposed by the board of directors to be elected at such meeting.

The stockholder's notice must include as to each person (a "nominee") whom the stockholder proposes to nominate for election or re-election as a director: (A) the name, age, business address and residence address of the nominee, (B) the principal occupation or employment of the nominee, (C) the class and number of shares of the Company that are held of record or are beneficially owned by the nominee and any derivative positions held or beneficially held by the nominee, (D) whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of the nominee with respect to any securities of the Company, and a description of any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares), the effect or intent of which is to mitigate loss to, or to manage the risk or benefit of share price changes for, or to increase or decrease the voting power of the nominee, (E) a description of all arrangements or understandings between the stockholder and each nominee and any other person or persons (naming such person or persons) pursuant to which the nominations are to be made by the stockholder, (F) a written statement executed by the nominee acknowledging that as a director of the

Company, the nominee will owe a fiduciary duty under Delaware law with respect to the Company and its stockholders, and (G) any other information relating to the nominee that would be required to be disclosed about such nominee if proxies were being solicited for the election of the nominee as a director, or that is otherwise required, in each case pursuant to Regulation 14A under the 1934 Act (including without limitation the nominee's written consent to being named in the proxy statement, if any, as a nominee and to serving as a director if elected). The stockholder's notice must also include the following information: (A) the name and address, as they appear on the Company's books, of the stockholder proposing such nomination and any Stockholder Associated Person (as defined below), (B) the class and number of shares of the Company that are held of record or are beneficially owned by the stockholder or any Stockholder Associated Person and any derivative positions held or beneficially held by the stockholder or any Stockholder Associated Person, (C) whether and the extent to which any hedging or other transaction or series of transactions has been entered into by or on behalf of such stockholder or any Stockholder Associated Person with respect to any securities of the Company, and a description of any other agreement, arrangement or understanding (including any short position or any borrowing or lending of shares), the effect or intent of which is to mitigate loss to, or to manage the risk or benefit from share price changes for, or to increase or decrease the voting power of, such stockholder or any Stockholder Associated Person with respect to any securities of the Company, (D) any material interest of the stockholder or a Stockholder Associated Person in such nomination, and (E) a statement whether either such stockholder or any Stockholder Associated Person will deliver a proxy statement and form of proxy to holders of at least the percentage of the Company's voting shares required under applicable law to elect such nominee. A "Stockholder Associated Person" of any stockholder means (i) any person controlling, directly or indirectly, or acting in concert with, such stockholder, (ii) any beneficial owner of shares of stock of the Company owned of record or beneficially by such stockholder and on whose behalf the proposal or nomination, as the case may be, is being made, or (iii) any person controlling, controlled by or under common control with such person referred to in the preceding clauses (i) and (ii). The Secretary of the Company will provide a copy of the Bylaws upon request in writing from a stockholder.

Identifying and Evaluating Nominees for Director

The Board uses the following procedures to identify and evaluate any individual recommended or offered for nomination to the Board of Directors:

- The Board regularly reviews the current composition and size of the Board.
- The Board shall review the qualifications of any candidates who have been properly recommended or nominated by a stockholder, as well as those candidates who have been identified by management, individual members of the Board of Directors or, if the Board determines, a search firm. Such review may, in the Board's discretion, include a review solely of information provided to the Board or may also include discussions with persons familiar with the candidate, an interview with the candidate or other actions that the Board deems proper, including the retention of third parties to review potential candidates.
- The Board shall evaluate the performance of the Board as a whole and evaluate the performance and qualifications of individual members of the Board of Directors eligible for re-election at the annual meeting of stockholders.
- In its evaluation of director candidates, including the members of the Board of Directors eligible for re-election, the Board shall consider the following:
 - The current size and composition of the Board of Directors and the needs of the Board of Directors and the respective committees of the Board.
 - Such factors as issues of character, judgment, independence, diversity, age, expertise, diversity of experience, length of service, other commitments and potential conflicts of interest.
 - Such other factors as the Board may consider appropriate.
- The Board requires the following minimum qualifications to be satisfied by any nominee for a position on the Board:
 - The Board evaluates such factors, among others, and does not assign any particular weighting or priority to any of these factors. The Board considers each individual candidate in the context of the current perceived needs of the Board of Directors as a whole.
 - While the Board has not established specific minimum qualifications for Director candidates, the Board believes that candidates and nominees must reflect a Board that is comprised of directors who (i) are predominantly independent, (ii) are of high integrity, (iii) have qualifications that will increase overall Board effectiveness and (iv) meet other requirements

as may be required by applicable rules, such as financial literacy or financial expertise with respect to audit committee members.

- In evaluating and identifying candidates, the Board has the authority to retain and terminate any third party search firm that is used to identify director candidates, and has the authority to approve the fees and retention terms of any search firm.
- After such review and consideration, the Board selects, or recommends that the Board of Directors selects, the slate of director nominees, either at a meeting of the Board at which a quorum is present or by unanimous written consent of the Board.
- The Board will endeavor to notify, or cause to be notified, all director candidates of its decision as to whether to nominate such individual for election to the Board of Directors.