

CrowdGather, Inc.  
Form DEF 14A  
August 27, 2008

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SCHEDULE 14A

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Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant ☒ x  
Filed by a Party other than the Registrant ☐ o  
Check the appropriate box:

☐ Preliminary Proxy Statement  
☒ Definitive Proxy Statement Definitive  
☐ Additional Materials Soliciting Material under Rule 14a-12  
☐ Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

CROWDGATHER, INC.  
(Name of Registrant as Specified In Its Charter)  
(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.  
☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Proposed maximum aggregate value of transaction:

(4) Total fee paid:

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Filing Party:

(5) Date Filed:

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CROWDGATHER, INC.  
20300 Ventura Blvd. Suite 330  
Woodland Hills, CA 91364

August 27, 2008

Dear Stockholder:

We cordially invite you to attend our 2008 annual meeting of stockholders, which will be held at 10:00 a.m. on Friday, September 26, 2008 at the offices of the company at 20300 Ventura Blvd., Suite 330, Woodland Hills, California 91364.

At this year's annual meeting, the agenda will include: (i) voting on a proposal to amend and restate the Company's articles of incorporation so as to allow the board of directors to increase the size of the board, currently limited to one member, to authorize the issuance of preferred stock and allow the board to set that class' preferences and designations, and to include provisions limiting the liability of our officers and directors; (ii) the election of directors; (iii) the ratification of the selection of our independent registered public accounting firm for fiscal 2008; (iv) ratification of the CrowdGather, Inc. 2008 Stock Option and Award Plan; and (v) the transaction of such other business as may properly come before the meeting or any adjournment thereof. Please refer to the enclosed proxy statement for detailed information on each of these proposals and other important information about CrowdGather.

We hope you will be able to attend the annual meeting, but we know that not every stockholder will be able to do so. Whether or not you plan to attend, please complete, sign and return your proxy, or vote by telephone or via the Internet according to the instructions on the proxy card, so that your shares will be voted at the annual meeting.

Sincerely,

/s/ Sanjay Sabnani  
Sanjay Sabnani  
Secretary

CROWDGATHER, INC.  
20300 Ventura Blvd. Suite 330  
Woodland Hills, CA 91364

NOTICE OF 2008 ANNUAL MEETING OF STOCKHOLDERS  
SEPTEMBER 26, 2008

Dear Stockholder:

The annual meeting of stockholders of CrowdGather, Inc. will be held at 10:00 a.m. on Friday, September 26, 2008 at the company's offices at 20300 Ventura Blvd., Suite 330, Woodland Hills, California 91364. The purpose of the annual meeting is to:

1. Approve the amendment and restatement of our articles of incorporation to allow the board of directors to: increase the size of the board, currently limited to one member; authorize a class of preferred stock; and include limitation of liability provisions applicable to our officers and directors.
2. Elect three directors to hold office until the next annual meeting of stockholders or until their successors are duly elected and qualified.
3. Ratify the selection of Mendoza Berger & Company, LLP as our independent registered public accounting firm for the 2008 fiscal year.
4. Ratify the CrowdGather, Inc. 2008 Stock Option and Award Plan.
5. Transact such other business as may properly come before the meeting or any adjournments thereof.

Only stockholders of record at the close of business on August 27, 2008 will be entitled to vote at the annual meeting and any and all adjourned sessions thereof. Our stock transfer books will remain open.

SANJAY SABNANI, OUR CHIEF EXECUTIVE OFFICER, AND OUR SOLE DIRECTOR, BENEFICIALLY OWNS AND HAS VOTING CONTROL OF 22,110,550 SHARES OF OUR COMMON STOCK, OR APPROXIMATELY 54.6% OF THE OUTSTANDING SHARES. THESE SHARES WILL BE VOTED IN FAVOR OF EACH OF THE PROPOSALS AND THIS VOTE WILL BE SUFFICIENT TO APPROVE ALL THE PROPOSALS ON BEHALF OF THE SHAREHOLDERS.

To ensure that your vote is recorded promptly, please vote as soon as possible. If you are a stockholder of record, please complete, sign and mail the proxy card in the enclosed postage-paid envelope. If your shares are held in "street name", that is held for your account by a broker or other nominee, you will receive instructions from the holder of record that you must follow for your shares to be voted.

By Order of the Board of Directors,

/s/ Sanjay Sabnani  
Sanjay Sabnani  
Secretary

August 27, 2008



CROWDGATHER, INC.  
20300 Ventura Blvd. Suite 330  
Woodland Hills, CA 91364

## PROXY STATEMENT

Our board of directors is soliciting your proxy for the annual meeting of stockholders to be held at the company's offices at 20300 Ventura Blvd., Suite 330, Woodland Hills, California 91364, on Friday, September 26, 2008 at 10:00 a.m. and at any and all adjourned sessions of the annual meeting.

We are mailing our annual report for the fiscal year ended April 30, 2008, to our stockholders with this notice and proxy statement (including the form of proxy) on or about September 2, 2008.

### Record Date and Quorum Requirements

Only stockholders of record at the close of business on August 27, 2008 will be entitled to vote at the annual meeting. At the close of business on August 27, 2008, we had 40,476,818 shares of common stock issued and outstanding.

A majority of the outstanding shares of common stock as of the record date must be present at the meeting in order to hold the meeting and conduct business. This is called a "quorum." A stockholder's shares are counted as present at the meeting if the stockholder is present at the meeting and votes in person or a proxy card has been properly submitted by the stockholder or on the stockholder's behalf. Both abstentions and broker non-votes are counted as present for the purpose of determining the presence of a quorum.

SANJAY SABNANI, OUR CHIEF EXECUTIVE OFFICER, AND OUR SOLE DIRECTOR, BENEFICIALLY OWNS AND HAS VOTING CONTROL OF 22,110,550 SHARES OF OUR COMMON STOCK, OR APPROXIMATELY 54.6% OF THE OUTSTANDING SHARES. THIS TOTAL CONSTITUTES A QUORUM. THESE SHARES WILL BE VOTED IN FAVOR OF EACH OF THE PROPOSALS AND THIS VOTE WILL BE SUFFICIENT TO APPROVE THE ALL PROPOSALS ON BEHALF OF THE SHAREHOLDERS.

"Broker non-votes" are shares of common stock held by brokers or nominees over which the broker or nominee lacks discretionary power to vote and for which the broker or nominee has not received specific voting instructions from the beneficial owner.

### Voting Your Shares and Votes Required

Your vote is very important. If you do not vote your shares, you will not have an impact with respect to the issues to be voted on at this annual meeting. In addition, banks and brokers cannot vote on their clients' behalf on "non-routine" proposals without your specific voting instructions.

The holders of all outstanding shares of common stock are entitled to one vote for each share of common stock registered in their names on the books of our company at the close of business on the record date.

Approval of the proposed amendments to and restatement of our articles of incorporation will require the affirmative vote of a majority of all shares outstanding. In order to be elected as directors, each of the nominees for director must receive a plurality of the votes cast at the annual meeting. Approval of the proposed ratification of the selection of Mendoza Berger & Company, LLP as our independent registered public accounting firm for the 2008 fiscal year will require the affirmative vote of a majority of the shares of common stock present or represented by proxy at the annual meeting. Approval of the proposed ratification of the CrowdGather, Inc. 2008 Stock Option and Award Plan will require the affirmative vote of a majority of all shares outstanding. For purposes of determining the outcome of any

matter, shares represented in person or by proxy at the meeting but abstaining from voting on a particular proposal and “broker non-votes” will each be treated as not present and not entitled to vote with respect to that matter, even though the shares of common stock are considered entitled to vote for the purposes of determining a quorum and may be entitled to vote on other matters. Therefore, abstentions and broker non-votes will have the same effect as a vote against the proposed amendment of our articles of incorporation.

## Submitting Your Proxy

If you complete and submit your proxy, the persons named as proxies will vote the shares represented by your proxy in accordance with your instructions. If you submit a proxy card but do not fill out the voting instructions on the proxy card, the persons named as proxies will vote the shares represented by your proxy as follows:

- FOR the amendments to and restatement of our articles of incorporation;
- FOR the election of the director nominees;
- FOR the ratification of the selection of Mendoza Berger & Company, LLP as our registered public accounting firm; and
- FOR the ratification of the CrowdGather, Inc. 2008 Stock Option and Award Plan.

To ensure that your vote is recorded promptly, please vote as soon as possible. To vote by proxy, please complete, sign and mail the proxy card in the enclosed postage-paid envelope.

Stockholders that attend the annual meeting and wish to vote in person will be given a ballot at the meeting. If your shares are held in “street name” and you want to attend the annual meeting, you must bring an account statement or letter from the brokerage firm or bank holding your shares showing that you were the beneficial owner of the shares on the record date. If you want to vote shares that are held in “street name” or are otherwise not registered in your name, you will need to obtain a “legal proxy” from the holder of record and present it at the annual meeting.

## Revoking or Changing Your Proxy

You may revoke or change your proxy at any time before it is voted. For a stockholder “of record”, meaning one whose shares are registered in his or her own name, to revoke or change a proxy, the stockholder may follow one of the procedures listed below.

- submit another properly signed proxy, which bears a later date;
- deliver a written revocation to our corporate secretary; or
- attend the annual meeting or any adjourned session thereof and vote in person.

If you are a beneficial owner of our common stock, and not the stockholder of record (for example your common stock is registered in “street name” with a brokerage firm), you must follow the procedures required by the holder of record, which is usually a brokerage firm or bank, to revoke or change a proxy. You should contact the stockholder of record directly for more information on these procedures.

## Other Information

We will bear the expense of soliciting proxies. Our officers and certain other employees, without additional remuneration, may solicit proxies personally or by telephone, e-mail or other means.

Our Annual Report on Form 10-KSB for the year ended April 30, 2008, which is not part of the proxy soliciting materials, is included with this Proxy Statement as Appendix A.





## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The table below shows the number of our shares of common stock beneficially owned as of August 27, 2008 by:

- each person or group known by us to beneficially own more than 5% of our outstanding common stock;
- each director and nominee for director;
- each executive officer named in the Summary Compensation Table under the heading “Executive Compensation” below; and
- all of our current directors and nominees and executive officers of the company as a group.

The number of shares beneficially owned by each 5% holder, director or executive officer is determined by the rules of the SEC, and the information does not necessarily indicate beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares over which the person or entity has sole or shared voting power or investment power and also any shares that the person or entity can acquire within 60 days of August 27, 2008 through the exercise of any stock option or other right. For purposes of computing the percentage of outstanding shares of common stock held by each person or entity, any shares that the person or entity has the right to acquire within 60 days after August 27, 2008 are deemed to be outstanding with respect to such person or entity but are not deemed to be outstanding for the purpose of computing the percentage of ownership of any other person or entity. Unless otherwise indicated, each person or entity has sole investment and voting power (or shares such power with his or her spouse) over the shares set forth in the following table. The inclusion in the table below of any shares deemed beneficially owned does not constitute an admission of beneficial ownership of those shares. As of August 27, 2008, there were 40,494,818 shares of common stock issued and outstanding.

SANJAY SABNANI, OUR CHIEF EXECUTIVE OFFICER, AND OUR SOLE DIRECTOR, BENEFICIALLY OWNS AND HAS VOTING CONTROL OF 22,110,550 SHARES OF OUR COMMON STOCK, OR APPROXIMATELY 54.6% OF THE OUTSTANDING SHARES. THESE SHARES WILL BE VOTED IN FAVOR OF EACH OF THE PROPOSAL AND THIS VOTE WILL BE SUFFICIENT TO APPROVE ALL THE PROPOSALS ON BEHALF OF THE SHAREHOLDERS.

| Title of Class | Name and Address Of Beneficial Owner  | Amount and Nature of Beneficial Owner   | Percent of Class (3) |
|----------------|---|---|----------------------|
| Common Stock   | Sanjay Sabnani<br>19069 Braemore Road<br>Northridge, California 91326                       | 22,110,550 shares (1)<br>CEO, President,<br>Secretary, CFO,<br>Treasurer and Director | 54.6%                |
| Common Stock   | Typhoon Capital Consultants, LLC (2)<br>19069 Braemore Road<br>Northridge, California 91326 | 21,210,550 shares   | 52.4%                |
| Common Stock   | Vinay Holdings (4)<br>P.O. Box 983 Victoria,<br>Mahe, Republic of Seychelles                | 2,664,450 shares<br>Beneficial Owner  | 6.58%                |
| Common Stock   | Gaurav Singh  | 200,000 shares held<br>Vice President of  | 0.5%                 |

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c/o 20300 Ventura Blvd. Suite 330  
 Woodland Hills, California  
 91364

|                 |  |  |      |
|-----------------|--|--|------|
| Common<br>Stock | Fernando Munoz<br>c/o 20300 Ventura Blvd. Suite 330<br>Woodland Hills, California<br>91364 | No shares held<br>Vice President for<br>Technology | 0.0% |
|-----------------|--|--|------|

|                 |   |   |      |
|-----------------|---|---|------|
| Common<br>Stock | Zoe Myerson<br>c/o 20300 Ventura Blvd. Suite 330<br>Woodland Hills, California<br>91364 | No shares held<br>Vice President of<br>World-wide Sales | 0.0% |
|-----------------|---|---|------|

|                 |   |                                    |           |
|-----------------|---|------------------------------------|-----------|
| Common<br>Stock | Jonathan R. Dariyanani<br>c/o 20300 Ventura Blvd. Suite<br>330<br>Woodland Hills, California<br>91364 | 140,000 shares<br>Director Nominee | 0.3%      |
| Common<br>Stock | James A. Sacks<br>c/o 20300 Ventura Blvd. Suite<br>330<br>Woodland Hills, California<br>91364         | 175,000 shares<br>Director Nominee | 0.4%      |
| Common<br>Stock | All directors and named<br>executive<br>officers as a group   | 22,625,550 shares                  | 55.8% (6) |

- (1) Includes those 21,210,550 shares, which are held by Typhoon Capital Consultants, LLC, of which Sanjay Sabnani is the beneficial owner, and 900,000 shares held by Sabnani Children Income Trust, of which Sanjay Sabnani may be deemed to have beneficial ownership due to his spouse's role as sole trustee for this trust. Sabnani disclaims beneficial ownership of those 900,000 shares, except as to his pecuniary interest therein.
- (2) Sanjay Sabnani holds voting and dispositive power over the shares of Typhoon Capital Consultants, LLC.
- (3) Based on 40,494,818 common shares issued and outstanding as of August 27, 2008.
- (4) Parshotam Shambhunath Vaswani holds voting and dispositive power over the shares of Vinay Holdings, Ltd.
- (5) Includes shares held by Director Nominees
- (6) Percentages may vary due to rounding

#### INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

None of the following persons has any substantial or material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the annual meeting except for our current and future directors and executive officers inasmuch as they may be granted stock options or stock awards pursuant to our 2008 Stock Plan:

1. Each person who has been one of our directors or executive officers at any time since the beginning of our last fiscal year;
2. Each nominee for election as one of our directors; or
3. Any affiliate or associate of any of the foregoing persons.

#### PROPOSAL 1

#### AMENDMENT OF ARTICLES OF INCORPORATION TO AUTHORIZE A CLASS OF PREFERRED STOCK AND TO RESTATE THE ARTICLES OF INCORPORATION TO INCLUDE CERTAIN LIMITATION OF LIABILITY PROVISIONS

The Board of Directors has approved and recommends that the shareholders approve the following amendments to our Articles of Incorporation, as amended (the "Articles"). It is our intent to incorporate all of the amendments set forth in

this proposal which are approved by the shareholders into our Amended and Restated Articles of Incorporation (the "Restated Articles") to be filed with the Nevada Secretary of State.

The following discussion is qualified in its entirety by the text of the proposed Restated Articles attached hereto as Appendix B. If any of the amendments proposed herein are not approved by the shareholders, prior to filing the Restated Articles with the Nevada Secretary of State, we will revise the Restated Articles to reflect the comparable provision of our current Articles of Incorporation.

On August 27, 2008, our board of directors (the "Board") authorized the amendment and restatement of our Articles to: (i) to allow the Board to increase the size of the Board in accordance with our Bylaws; (ii) an amendment to the Articles to authorize the issuance of up to 25,000,000 shares of a class of preferred stock and give the Board the authority to set the preferences and designations on that class; and (iii) include provisions limiting the liability of our officers and directors to the extent allowed by the Nevada Revised Statutes. The stockholders are being asked to approve at the Annual Meeting such amendment to, and restatement of, the Articles. As proposed to be amended and restated, the Articles will read in full as set forth in Appendix B attached hereto.

#### A. PURPOSE AND BACKGROUND OF ALLOWING AN INCREASE IN THE SIZE OF THE BOARD OF DIRECTORS.

Our Articles presently authorize only one director on our Board of Directors. Our Board has unanimously approved a resolution to amend and restated the Articles to authorize the Board of Directors to increase the size of the Board in accordance with our Bylaws.

The Board believes that it is in our best interest to increase the size of the Board in order to allow us to appoint or elect additional qualified directors. The Board also believes that the availability of additional directorships will provide it with the flexibility to identify and recruit key individuals whose industry knowledge and expertise will benefit the direction and vision of the CrowdGather by contributing to discussions as to whether we should make acquisitions, establish strategic relationships with other companies or enter into any other proper corporate action. Furthermore, the proposal to allow future changes of the number of authorized persons to serve as directors offers the Board greater flexibility in determining the size of the Board without further stockholder approval, within the manner set forth in our Bylaws. Upon the approval of the Restated Articles, the next agenda item for the shareholders meeting is to elect two additional directors in addition to the re-election of the current director.

The Board of Directors believes that the proposed increase in the number of directors will effectively increase the number of directors and allow for the possibility of appointment future outside independent directors, which may serve to further legitimize the actions of the Board of Directors and ensure that proposed corporate transactions are at arms-length. However, the proposed amendment to increase the size of the Board of Directors could, under certain circumstances, have an anti-takeover effect, although this is not the intention of this proposal. For example, in the event of a hostile attempt to take over control of CrowdGather, in addition to the fact that a further change to the size of the Board of Directors requires the approval of the holders of a majority of the voting capital stock, it may be easier for us to impede the attempt with a larger Board since it would require more directors to vote in favor of the take-over attempt. The Restated Articles therefore may have the effect of discouraging unsolicited takeover attempts. By potentially discouraging initiation of any such unsolicited takeover attempt, the proposed Restated Articles may limit the opportunity for our stockholders to dispose of their shares at the higher price generally available in takeover attempts or that may be available under a merger proposal. The proposed amendment may have the effect of permitting our current management, including the current sole director, Mr. Sabnani, to retain his position, and place the Board in a better position to resist changes that stockholders may wish to make if they are dissatisfied with the conduct of our business. However, the Board is not aware of any such attempt to take control of us and the Board has not presented this proposal with the intent that it be utilized as a type of anti-takeover device.

The Articles shall be restated in their entirety so that so that there appears the following text:

TENTH. Currently, there is one director. In the future, the number of directors constituting the board of directors shall be fixed by, or in the manner provided in, the bylaws of the Corporation.

#### Interest of Certain Persons in this provision of the Restatement

The current sole director, Mr. Sabnani, may be deemed to have a substantial interest in the Restatement because the Restatement may have the effect of preserving his position as a director on our Board of Directors because he controls sufficient votes necessary to change the controlling provisions of our Articles. ..

#### B. PURPOSE AND BACKGROUND OF THE AUTHORIZATION OF A CLASS OF PREFERRED STOCK

Our Articles do not presently authorize the issuance of shares other than common stock. Our Board has unanimously approved a resolution amending the Articles to authorize the issuance of up to 25,000,000 shares of preferred stock, commonly referred to as “blank check” preferred stock because the Board has discretion to designate one or more series of the preferred stock with the rights, privileges and preferences of each series to be fixed by the Board from time to time in the future.

The Board’s primary objective in establishing a class of “blank check” preferred stock is to provide maximum flexibility with respect to future financing transactions. “Blank check” preferred stock is commonly authorized by publicly traded companies and is frequently used as a preferred means of raising capital and making acquisitions. In particular, in recent years, smaller companies have been required to utilize senior classes of securities to raise capital, with the terms

of those securities being highly negotiated and tailored to meet the needs of both investors and the issuing companies. Such senior securities typically include liquidation and dividend preferences, protections, conversion privileges and other rights not found in common stock. We presently lack the authority to issue preferred stock and, accordingly, are limited to issuing common stock or debt securities to raise capital. By authorizing a class of “blank check” preferred stock, we would increase our flexibility in structuring transactions.

If the Articles are amended to authorize the issuance of “blank check” preferred stock, the Board would have discretion to establish series of preferred stock and the rights and privileges of each series so established and the holders of our common stock would have no input or right to approve the terms of any such series.

The Articles shall be amended and restated by adding Articles FOURTH, FIFTH and SIXTH so that there appears the following text:

FOURTH. The total number of shares of capital stock which this Corporation shall have authority to issue is one billion (1,000,000,000) with a par value of \$.001 per share, amounting to \$1,000,000. Nine hundred seventy-five million (975,000,000) of those shares are Common Stock and twenty-five million (25,000,000) of those shares are Preferred Stock. Each share of Common Stock shall entitle the holder thereof to one vote, in person or by proxy, on any matter on which action of the stockholders of this Corporation is sought. The holders of shares of Preferred Stock shall have no right to vote such shares, except as determined by the Board of Directors.

FIFTH. The Board of Directors is authorized, subject to any limitations prescribed by law, to provide for the issuance of shares of Preferred Stock in one or more series, and by filing a certificate pursuant to the applicable law of the State of Nevada, to establish from time to time the number of shares to be included in each such series, and to fix the designations, voting powers, preferences, limitations and relative rights of the shares of each such series and any qualifications, limitations or restrictions thereof.

SIXTH. Subject to the provisions of law and the rights of the holders of any class or series of stock having a preference as to dividends over the Common Stock then outstanding, dividends may be paid on the Common Stock at such times and in such amounts as the Board of Directors shall determine. Upon the dissolution, liquidation or winding up of the Corporation, after any preferential amounts to be distributed to the holders of any class or series of stock having a preference over the Common Stock then outstanding have been distributed or set apart for payment, the holders of the Common Stock shall be entitled to receive all the remaining assets of the Corporation available for distribution to its stockholders ratably in proportion to the number of shares held by them, respectively.

**C. PURPOSE OF THE AMENDMENT TO THE ARTICLES TO LIMIT THE PERSONAL LIABILITY OF OUR OFFICERS AND DIRECTORS FOR MONETARY DAMAGES FOR CERTAIN BREACHES OF THE FIDUCIARY DUTY OF CARE AS PERMITTED UNDER THE NEVADA REVISED STATUTES AND TO INDEMNIFY THE OFFICERS AND DIRECTORS TO THE FULL EXTENT PERMITTED BY THE NEVADA REVISED STATUTES**

The Board of Directors has adopted a resolution to add Articles SEVENTH and EIGHTH to the Articles, or, in order to indemnify our directors, officers, employees, fiduciaries, and agents to the full extent permitted by Nevada law and to limit the personal liability of our directors for monetary damages for certain breaches of the fiduciary duty of care as permitted under the Nevada Revised Statutes. The Nevada Revised Statutes permits a Nevada corporation the power to indemnify a director, officer, employee, fiduciary, or agent of the corporation provided that (1) the person conducted himself in good faith and (2) the person was acting in his official capacity with the corporation and reasonably believed his conduct was at least not opposed to the corporation's best interests. The Nevada Revised Statutes also permits a Nevada corporation to limit or eliminate the personal monetary liability of its directors to the corporation or its shareholders by reason of their breach of the fiduciary duty of care as directors, including liability for negligence, and gross negligence, by including a provision to this effect in its Articles.

The Articles shall be amended and restated by adding Articles SEVENTH and EIGHTH so that there appears the following text:

SEVENTH. Except as otherwise provided in Nevada Revised Statutes 35.230, 90.660, 91.250, 452.200, 452.270, 668.045 and 694A.030, no director or officer of this Corporation shall be individually liable to the Corporation or its



stockholders or creditors for any damages as a result of any act or failure to act in his capacity as a director or officer unless it is proven that: (a) his act or failure to act constituted a breach of his fiduciary duties as a director or officer; and (b) his breach of those duties involved intentional misconduct, fraud or a knowing violation of law. If the Nevada General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Nevada General Corporation Law. Any repeal or modification of this Article Seventh by the stockholders of the Corporation shall be prospective only and shall not adversely affect any limitation of the personal liability of a director of the Corporation existing at the time of such repeal or modification.

EIGHTH. The Corporation shall indemnify any person who was or is threatened to be made a party to a proceeding (as hereinafter defined) by reason of the fact that he or she (i) is or was a director or officer of the Corporation or (ii) is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, to the fullest extent permitted under the Nevada General Corporation Law, as the same exists or may hereafter be amended; provided, however, that except as provided in this Article Eighth with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the board of directors of the Corporation.

Such rights shall be a contract right and as such shall run to the benefit of any director or officer who is elected and accepts the position of director or officer of the Corporation or elects to continue to serve as a director or officer of the Corporation while this Article Eighth is in effect. Any repeal or amendment of this Article Eighth shall be prospective only and shall not limit the rights of any such director or officer or the obligations of the Corporation with respect to any claim arising from or related to the services of such director or officer in any of the foregoing capacities prior to any such repeal or amendment to this Article Eighth. Such right shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Nevada General Corporation Law.

If a claim for indemnification hereunder is not paid in full by the Corporation within sixty (60) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall also be entitled to be paid the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense are not permitted under the Nevada General Corporation Law, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including the board of directors or any committee thereof, independent legal counsel, or stockholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including the board of directors or any committee thereof, independent legal counsel, or stockholders) that such indemnification or advancement is not permissible shall be a defense to the action or create a presumption that such indemnification by the Corporation is not permissible.

In the event of the death of any person having rights of indemnification under the foregoing provisions, such right shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of stockholders or directors, agreement, or otherwise.

The Corporation may additionally indemnify any employee or agent of the Corporation to the fullest extent permitted by law.

As used herein, the term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

#### Purpose and Background of these Sections in the Restatement to Include Liability and Indemnity Provisions

In recent years, litigation seeking to impose liability on directors and officers of publicly-held corporations for violations of the duty of care has become commonplace. To avoid liability, the director is required to show that he conducted himself in strict compliance with the duty of care as set forth in the business judgment rule. In practice, the application of this duty varies widely among the courts, leaving directors with little guidance and certainty as

to what constitutes adequate care under a given set of circumstances. Compounding this uncertainty, in several decisions, courts imposed a clairvoyant duty upon directors, despite the fact that the actions of the directors in exercising reasonable care are supposed to be judged as of the time and under the circumstances existing at the time the decision was made.

This type of litigation is expensive to defend, with costs frequently amounting to hundreds of thousands, and sometimes millions of dollars. In many cases, costs of defense exceed the means of individual defendants, even if ultimately they are vindicated on the issue of individual liability or wrongdoing. In addition, in view of the costs and uncertainties of litigation, it is often prudent to settle such claims. While settlements frequently are for only a fraction of the amount claimed, the settlement amount may well exceed the financial resources of individual defendants. In summary, without the benefit of protective measures such as indemnification and limitation of liability as permitted under the Nevada Revised Statutes, exposure to the costs and risks of claims of personal liability for corporate directors may exceed any benefit to them of serving as a director of a public corporation.

The risks of personal liability for directors has traditionally been mitigated through directors' and officers' liability insurance ("D&O Insurance"). Changes in the market for D&O Insurance during recent years have resulted in meaningful coverage becoming unavailable for directors and officers of many corporations. Insurance carriers have in certain cases declined to renew existing directors' and officers' liability policies, or have increased premiums, thereby making the cost of obtaining such insurance prohibitive.

Moreover, policies often exclude coverage for areas where the service of qualified independent directors is most needed. For example, many policies do not cover liabilities or expenses arising from directors' and officers' activities in response to attempted takeovers of a corporation.

In response to the above developments regarding litigation against directors and the general unavailability of meaningful D&O Insurance, the Nevada legislature adopted certain provisions of Nevada Revised Statutes which permit a corporation to limit or eliminate the personal monetary liability of a director for certain breaches of the duty of care. Effectively, the limitation acts as a substitute for, or a supplement to, D&O Insurance coverage.

In the opinion of the Board of Directors, inclusion of a provision for limitation of liability and continuation of our policy of entering into indemnification agreements with our directors will best position us to attract and retain qualified candidates to serve as our directors. Although we have not experienced difficulty finding qualified candidates to serve on our Board of Directors to date, we believe that we may experience difficulty in the future if protective measures are not taken.

This provision will prevent us and our shareholders, but not third parties, from bringing actions for monetary damages based upon a director's negligent or grossly negligent business decisions, including those related to attempts to change control of our affairs, to the benefit of the Board and at the expense of the shareholders. Thus, under the liability amendment, the Company or a shareholder will be able to prosecute an action against a director for monetary damages for breach of fiduciary duty only if it can be shown that such damages have been caused by a breach of the duty of loyalty, a failure to act in good faith, intentional misconduct, a knowing violation of law, a direct or indirect improper personal benefit, or an illegal distribution. It would not limit or eliminate our right or that of any shareholder to seek an injunction or any other non-monetary relief if a director breaches his duty of care. Although equitable remedies remain available, they may be inadequate as a practical matter.

The provision for the limitation of liability proposed to be included in the Articles is intended to be effective only against actions by us and our shareholders. Third party plaintiffs, such as creditors, will not be prevented from recovering damages on the basis of the provision. In addition, the provision would apply only to claims against a director arising out of his status as a director and would not apply to claims arising from his status as an officer or his status in any other capacity; nor would it apply to a director's responsibilities under any other law, such as the federal securities laws. If this proposed provision is approved, changes in Nevada law further limiting or eliminating personal liability of directors automatically will be applicable without further shareholder approval.

Neither the Board of Directors nor any of its members have experienced any recent litigation which would have been affected by the above provision had it been in effect previously. The liability amendment is not the result of

any pending or threatened litigation against any member of our Board of Directors.

The liability amendment will NOT permit any limitation upon the liability of a director for: (i) any breach of his duty of loyalty to us and our shareholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) assenting to an unlawful distribution made in violation of the Nevada Revised Statutes or the Articles, or (iv) any transaction from which he directly or indirectly derived an improper personal benefit. Accordingly, the provisions limiting or eliminating the potential monetary liability of directors permitted by the Nevada Revised Statutes apply only to the "duty of care" of directors. The provision is not retroactive to limit liability for acts or omissions occurring prior to the date of its adoption by shareholders.

## Consequences of Approval of these Provisions of the Restatement

**Potential Anti-Takeover Effect.** The ability of our Board to establish the rights of, and to cause our company to issue, substantial amounts of preferred stock without the need for stockholder approval, upon such terms and conditions, and having such rights, privileges and preferences, as our Board may determine from time to time in the exercise of its business judgment, may, among other things, be used to create voting impediments with respect to changes in control of our company or to dilute the stock ownership of holders of common stock seeking to obtain control of our company. The rights of the holders of common stock will be subject to, and may be adversely affected by, any preferred stock that may be issued in the future. The issuance of preferred stock, while providing desirable flexibility in connection with possible acquisitions, financings and other corporate transactions, may have the effect of discouraging, delaying or preventing a change in control of our company. We have no present plans to issue any shares of preferred stock.

## No Dissenter's Rights

Under the Nevada Revised Statutes, stockholders will not be entitled to dissenter's rights with respect to the proposed amendment to the Articles, and we do not intend to independently provide stockholders with any such right.

## Vote Required and Board of Directors' Recommendation

The affirmative vote of a majority of all outstanding shares of common stock is required for approval of this proposal. An abstention or broker non-vote is not an affirmative vote and, therefore, will have the same effect as a vote against the proposal.

OUR BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE APPROVAL OF THE PROPOSED AMENDMENT TO AND RESTATEMENT OF THE ARTICLES.

SANJAY SABNANI, OUR CHIEF EXECUTIVE OFFICER AND OUR SOLE DIRECTOR, BENEFICIALLY OWNS AND HAS VOTING CONTROL OF 22,110,550 SHARES OF OUR COMMON STOCK, OR APPROXIMATELY 54.6% OF THE OUTSTANDING SHARES. THESE SHARES WILL BE VOTED IN FAVOR OF THIS PROPOSAL AND THIS VOTE WILL BE SUFFICIENT TO APPROVE THE PROPOSAL ON BEHALF OF THE SHAREHOLDERS.

## PROPOSAL 2 ELECTION OF DIRECTORS

In the event that the first proposal is approved, allowing, in part, for the size of board of directors to be increased, the second proposal to be voted on is the election of three directors, including the re-election of Mr. Sabnani, currently our sole director. The board's nominees are Sanjay Sabnani, Jonathan Dariyanani and James Sacks. If elected, each of the nominees will serve a one-year term and will be subject to reelection next year.

Biographical information about each of the nominees is included below. There are no family relationships among any of our directors, nominees for director and executive officers.

The board of directors has no reason to believe that any nominee will be unable to serve or decline to serve as a director if elected. If a nominee becomes unable or unwilling to accept nomination or election, the board will either select a substitute nominee or will reduce the size of the board. If you have submitted a proxy and a substitute nominee is selected, your shares will be voted for the election of the substitute nominee.

In accordance with the company's bylaws, directors are elected by a plurality vote of shares represented and entitled to vote at the meeting. That means the three nominees will be elected if they receive more affirmative votes than any other nominees.

Director Nominees

|   |  |
|---|--|
| Sanjay Sabnani<br>Age: 38<br>Director since 2008      | Sanjay Sabnani. Sanjay Sabnani was appointed as Chief Executive Officer, President, Chief Financial Officer, Secretary, and Treasurer of WestCoast on April 2, 2008 and became our sole director shortly thereafter. Mr. Sabnani founded General Mayhem, LLC in May 2004. While building General Mayhem, LLC's operations and network communities Mr. Sabnani has served senior executive roles in several public companies including: EVP Strategic Development at Hythiam, Inc. (NASDAQ:HYTM) from April 2004 to December 2007; and President and Director at Venture Catalyst, Inc. (NASDAQ:VCAT), from July 1999 to November 2000, Mr. Sabnani assisted in raising over \$200 million in public equity financing for these companies, and served as the chief strategist and communicator for these businesses during his tenure with each. In addition, Mr. Sabnani has served as Chairman of the Board of two distinguished non-profits: Artwallah (arts festival); and TiE SoCal (venture capital networking). Mr. Sabnani was also the founder of another California charity, EndDependence (scholarships for addiction treatment). Mr. Sabnani received his BA in English Literature from UCLA in 1999. Mr. Sabnani is not an officer or director of any other reporting company. |
| Jonathan R. Dariyanani<br>Age: 38<br>Director Nominee | Mr. Dariyanani has been the principal of Zoma Law Group/Zoma Ventures in New York since 1999. From 2003 to 2004, Mr. Dariyanani also served as the director of ESL for Leapfrog Enterprises, Inc. From 1997 to 1999, he was an associate attorney at the Palo Alto, California office of Wilson Sonsini Goodrich and Rosati. Mr. Dariyanani is licensed to practice law in California. Mr. Dariyanani holds a Juris Doctor from Duke University, earned in 1997, and a bachelor's degree in legal studies from the University of California at Berkeley, which he earned in 1993. Mr. Dariyanani is not an officer or director of any other reporting company.   |
| James A. Sacks<br>Age: 43<br>Director Nominee         | Mr. Sacks founded JAS Holdings in 2001, which provides contract sales services for medical business process outsourcing providers. From 1995 to 2000, Mr. Sacks was a registered securities principal for Joseph Charles & Associates. From 2000 to 2001, he served as a principal and the corporate secretary for Metropolitan Capital Partners. In 2002, he also served as a registered securities principal for West Park Capital. Mr. Sacks is not an officer or director of any other reporting company.  |

OUR BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" EACH OF THE NOMINEES TO THE BOARD OF DIRECTORS SET FORTH IN THIS PROPOSAL 2.

SANJAY SABNANI, OUR CHIEF EXECUTIVE OFFICER AND OUR SOLE DIRECTOR, BENEFICIALLY OWNS AND HAS VOTING CONTROL OF 22,110,550 SHARES OF OUR COMMON STOCK, OR APPROXIMATELY 54.6% OF THE OUTSTANDING SHARES. THESE SHARES WILL BE VOTED IN FAVOR OF THIS PROPOSAL AND THIS VOTE WILL BE SUFFICIENT TO APPROVE THE PROPOSAL ON BEHALF OF THE SHAREHOLDERS.



In considering your vote with respect to the election of directors pursuant to Proposal 2, you should consider the discussions of “Executive Compensation” and “Corporate Governance” and the other discussions contained in this Proxy Statement.

PROPOSAL 3  
RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our Board has selected the firm of Mendoza Berger & Company, LLP as our registered public accounting firm for fiscal 2009. Mendoza Berger & Company, LLP has served as our registered public accounting firm since 2008. Although stockholder approval of the Board’s selection of Mendoza Berger & Company, LLP is not required by law, the board believes that it is advisable to give stockholders an opportunity to ratify this selection. If this proposal is not approved at the annual meeting, the Board will reconsider its selection of Mendoza Berger & Company, LLP.

Representatives of Mendoza Berger & Company, LLP are expected to be present at the annual meeting. They will have the opportunity to make a statement if they desire to do so and will be available to respond to appropriate questions from stockholders.

OUR BOARD UNANIMOUSLY RECOMMENDS A VOTE “FOR” THE APPROVAL OF MENDOZA BERGER & COMPANY, LLP AS OUR REGISTERED PUBLIC ACCOUNTING FIRM FOR THE FISCAL YEAR ENDING APRIL 30, 2009.

SANJAY SABNANI, OUR CHIEF EXECUTIVE OFFICER AND OUR SOLE DIRECTOR, BENEFICIALLY OWNS AND HAS VOTING CONTROL OF 22,110,550 SHARES OF OUR COMMON STOCK, OR APPROXIMATELY 54.6% OF THE OUTSTANDING SHARES. THESE SHARES WILL BE VOTED IN FAVOR OF THIS PROPOSAL AND THIS VOTE WILL BE SUFFICIENT TO APPROVE THE PROPOSAL ON BEHALF OF THE SHAREHOLDERS.

In considering your vote with respect to the ratification of our selection of Mendoza Berger & Company, LLP as our registered public accounting firm pursuant to Proposal 3, you should consider the discussion of “Relationship with Independent Registered Public Accounting Firm” and the other discussions contained in this Proxy Statement.

#### PROPOSAL 4 RATIFICATION OF THE CROWDGATHER, INC. 2008 STOCK OPTION AND AWARD PLAN

The stockholders are requested to approve and ratify the CrowdGather, Inc. 2008 Stock Option and Award Plan (the “Plan”). The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the Special Meeting will be required to approve the adoption of the Plan. Abstentions will be counted toward the tabulation of votes cast on proposals presented to the stockholders and will have the same effect as negative votes. Broker non-votes are counted toward a quorum, but are not counted for any purpose in determining whether this matter has been approved.

The following is a summary of the material features of the Plan.

On May 9, 2008, our Board of Directors approved the CrowdGather, Inc. 2008 Stock Option Plan. The Plan permits flexibility in types of awards, and specific terms of awards, which will allow future awards to be based on then-current objectives for aligning compensation with increasing long-term shareholder value.

The Board of Directors, acting as a compensation committee (the “Committee”) will generally administer the Plan. The Committee will have full power and authority to determine when and to whom awards will be granted, including the type, amount, form of payment and other terms and conditions of each award, consistent with the provisions of the Plan. In addition, the Committee has the authority to interpret the Plan and the awards granted under the Plan, and establish rules and regulations for the administration of the Plan.

The Committee may delegate certain administrative duties associated with the Plan to our officers, including the maintenance of records of the awards and the interpretation of the terms of the awards. The Committee may also delegate the authority to grant awards to a subcommittee comprised of one or more Board members, or to our executive officers, provided that such subcommittee or executive officers cannot be authorized to grant awards to executive officers.

Awards under the Plan may be granted to any person who is (i) an employee of ours, (ii) a non-employee member of the Board of Directors or the board of directors of any of our subsidiaries, or (iii) a consultant who provides services to us; provided that stock appreciation rights and non-qualified stock options shall be granted only to persons as to which we are the “service recipient,” as such term is defined in Section 409A of the Internal Revenue Code.

The Plan will terminate on May 9, 2018, unless all shares available for issuance have been issued, the Plan is earlier terminated by the Board or the Committee, or the Plan is extended by an amendment approved by our shareholders. No awards may be made after the termination date. However, unless otherwise expressly provided in an applicable

award agreement, any award granted under the Plan prior to the termination date may extend beyond the end of such period through the award's normal expiration date.

The aggregate number of shares of the common stock authorized for issuance as awards under the Plan is 12,000,000. The maximum aggregate number of shares of common stock subject to stock options, stock appreciation rights, restricted stock or stock unit awards which may be granted to any one participant in any one year under the Plan is 1,000,000.

Under the Plan, the Committee can grant stock options, stock appreciation rights, restricted stock, stock units and performance units. Awards may be granted alone, in addition to, or in combination with any other award granted under the Plan. Subject to the limitations set forth in the Plan, the terms and conditions of each award shall generally be governed by the particular document or agreement granting the award. The terms and conditions set forth in an award agreement may include, as appropriate:

- deemed issuance date;
- expiration date;
- number of shares covered by the award;
- acceptable means of payment;
- price per share payable upon exercise;
- applicable vesting schedule;
- individual performance criteria;
- company or group performance criteria;
- continued employment requirement;
- transfer restrictions; or
- any other terms or conditions deemed appropriate by the Committee, in each case not inconsistent with the 2008 Plan.

**Stock Options and Stock Appreciation Rights.** The holder of an option will be entitled to purchase a number of shares of common stock at an exercise price not less than 100% of the fair market value of a share on the date of grant during a specified time period, as determined by the Committee. The option exercise price shall be paid in cash or in such other form if and to the extent permitted by the Committee, including without limitation by delivery of already owned shares. Other than in connection with a change in our capitalization, the exercise price of an option may not be reduced without shareholder approval.

The holder of a stock appreciation right will be entitled to receive, in cash or stock (as determined by the Committee), value with respect to a specific number of shares equal to or otherwise based on the excess of the market value of a share at the time of exercise over the exercise price of the right.

**Restricted Stock and Stock Units.** The holder of restricted stock will own shares of common stock subject to restrictions imposed by the Committee and subject to forfeiture to us if the holder does not satisfy certain requirements (including, for example, continued employment with us) for a specified period of time. The holder of restricted stock units will have the right, subject to any restrictions imposed by the Committee, to receive shares of common stock, or a cash payment equal to the fair market value of those shares, at some future date determined by the Committee, provided that the holder has satisfied certain requirements (including, for example, continued employment with us until such future date).

**Performance Awards.** Performance stock or cash awards may be granted by the Committee at its sole discretion, upon the attainment of performance goals as set by the Committee. The maximum number of shares that may be granted in any calendar year may not exceed 500,000 shares of common stock; cash awards may not exceed \$500,000.

Unless otherwise provided by the Committee, awards under the Plan may only be transferred by will or the laws of descent and distribution. The Committee may permit further transferability pursuant to conditions and limitations that it may impose, except that no transfers for consideration will be permitted.

In the event of any stock dividend, stock split, combination of shares, extraordinary dividend of cash and/or assets, recapitalization, reorganization or any similar event, the Committee is entitled to appropriately and equitably adjust the number and kind of shares or other securities which are subject to the Plan or subject to any award under the Plan.

Subject to any restrictive terms which may be set forth in award agreements, in the event we are a party to a merger or other reorganization, outstanding awards shall be subject to the agreement of merger or reorganization. Such agreement may provide, without limitation, for the assumption of outstanding awards by the surviving corporation or its parent, for their continuation by us (if we are a surviving corporation) for accelerated vesting and accelerated expiration, or for settlement in cash.

The Board may generally amend or terminate the Plan as determined to be advisable. Shareholder approval may also be required for certain amendments pursuant to the Internal Revenue Code, the rules of any market in which we participate, or rules of the Securities and Exchange Commission. No amendment or alteration of the Plan may be made which would impair the rights of any participant under any outstanding award, without such participant's consent, provided that no consent is required with respect to any amendment or alteration if the Committee determines that such amendment or alteration is either:

- required or advisable in order for us, the Plan or the award to satisfy any law or regulation or to meet the requirements of any accounting standard, or
- not reasonably likely to significantly diminish the benefits provided under such award, or that any such diminishment has been adequately compensated.

A copy of the Plan is attached as Exhibit 10.1 to our report on Form 8-K filed on June 24, 2008, and is incorporated herein by reference. The foregoing description of the Plan does not purport to be complete and is qualified in its entirety by reference to such exhibit.

#### Stock Option Plan Benefits

Benefits obtained by our employees under our stock option plans are made on a discretionary basis by the plan administrator. Accordingly, it is not possible to determine the benefits that will be received by our executive officers and our other employees under the 2008 Plan in the fiscal year ending April 30, 2009. As of August 27, 2008, 3,000,000 options had been issued on the basis of the proposed 2008 Plan subject to this proposal.

The following table gives information about our common stock that may be issued upon the exercise of options, warrants and rights under all of our existing equity compensation plans as of April 30, 2008.

| Plan category  | Number of securities to be issued upon exercise of outstanding options, warrants and rights (a) | Weighted-average exercise price of outstanding options, warrants and rights(b) | Number of securities remaining available for future issuance under equity compensation (excluding securities reflected in column (a)) |
|--|---|--|---|
| Equity compensation plans approved by security holders     | n/a   | n/a  | n/a   |
| Equity compensation plans not approved by security holders | n/a   | n/a  | n/a   |
| Total  | n/a   | n/a  | n/a   |

#### Vote Required and Board of Directors' Recommendation

Approval of this Proposal 4 will require the affirmative vote of the holders of the holders of a majority of the shares present in person or represented by proxy and entitled to vote at the Special meeting.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE "FOR" THIS PROPOSAL 4.

SANJAY SABNANI, OUR CHIEF EXECUTIVE OFFICER AND OUR SOLE DIRECTOR, BENEFICIALLY OWNS AND HAS VOTING CONTROL OF 22,110,550 SHARES OF OUR COMMON STOCK, OR APPROXIMATELY 54.6% OF THE OUTSTANDING SHARES. THESE SHARES WILL BE VOTED IN FAVOR OF THIS PROPOSAL AND THIS VOTE WILL BE SUFFICIENT TO APPROVE THE PROPOSAL ON BEHALF OF THE SHAREHOLDERS.

## EXECUTIVE COMPENSATION

Summary Compensation Table. The table set forth below summarizes the annual and long-term compensation for services in all capacities to us payable to our principal executive officer during the years ending April 30, 2008 and 2007.

| Name and<br>Principal<br>Position                 | Year<br>Ended | Salary<br>\$ | Bonus<br>\$ | Stock<br>Awards<br>\$ | Option<br>Awards<br>\$ | Non-Equity<br>Incentive Plan<br>Compensation<br>\$ | Nonqualified<br>Deferred<br>Compensation | All Other<br>Compensation<br>\$ | Total<br>\$ |
|---|---------------|--------------|-------------|-----------------------|------------------------|--|--|---------------------------------|-------------|
|   |               |              |             |                       |                        |  | Earnings<br>\$                           |                                 |             |
| Sanjay Sabnani<br>President,<br>Secretary,<br>CFO | 2008          | 13,846       | 0           | 0                     | 0                      | 0  | 0  | 0                               | 0           |
| Suzanne Fischer,<br>Former<br>Officer             | 2008          | 0            | 0           | 0                     | 0                      | 0  | 0  | 50,000(1)                       | 0           |
| Roger Arnet,<br>Former<br>Officer                 | 2008          | 0            | 0           | 0                     | 0                      | 0  | 0  | 0                               | 0           |
|   | 2007          | 0            | 0           | 0                     | 0                      | 0  | 0  | 0                               | 0           |
| Tyler Halls,<br>Former<br>Officer                 | 2008          | 0            | 0           | 0                     | 0                      | 0  | 0  | 0                               | 0           |
|   | 2007          | 0            | 0           | 0                     | 0                      | 0  | 0  | 0                               | 0           |

(1) Onetime payment to Suzanne Fischer in connection with her service as our officer.

The following officers currently receive the following salary for their respective positions with the Company:

1. Sanjay Sabnani will receive an annual salary of \$180,000.
2. Gaurav Singh will receive an annual salary of \$140,000.
3. Fernando Munoz will receive an annual salary of \$145,000.
4. Zoe Myerson will receive an annual salary of \$160,000.

#### Stock Options/SAR Grants.

On May 9, 2008 our Board of Directors adopted the CrowdGather, Inc. 2008 Stock Option Plan ("Plan") as described herein. On that same date, the Board of Directors granted the 400,000 options with an exercise price of \$1.00 per share to Gaurav Singh and 400,000 options with an exercise price of \$1.00 per share to Fernando Munoz. On June 11, 2008, Board of Directors granted 400,000 options with an exercise price of \$1.25 per share to Zoe Myerson. On June 20, 2008, the Board of Directors granted 400,000 options with an exercise price of \$1.49 per share to Sanjay Sabnani. All of the options covered by each grant vest as follows: 1/8 of total vests after 180 days after grant; remaining to vest

at the rate of 1/16 of the total every 90 days thereafter, over 4 years. The options granted expire 10 years after the date of grant.

**Long-Term Incentive Plans.** As of April 30, 2008, we had no group life, health, hospitalization, or medical reimbursement or relocation plans in effect. Further, we had no pension plans or plans or agreements which provide compensation on the event of termination of employment or change in control of us.

**Employment Contracts and Termination of Employment.** We do not anticipate that we will enter into any employment contracts with any of our employees. We have no plans or arrangements in respect of remuneration received or that may be received by our executive officers to compensate such officers in the event of termination of employment (as a result of resignation or retirement), except as follows:

1. If terminated without Good Cause (as defined below), Gaurav Singh is entitled to one month of severance pay equal to one month of his base salary during the first six months of employment and severance pay equal to three months of his base salary if terminated after six months of employment.
2. If terminated without Good Cause, Fernando Munoz is entitled to one month of severance pay equal to one month of his base salary during the first six months of employment and severance pay equal to three months of his base salary if terminated after six months of employment.
3. If terminated without Good Cause, Zoe Myerson is entitled to one month of severance pay equal to one month of her base salary during the first six months of employment, severance pay equal to three months of her base salary if terminated after six months of employment and severance pay equal to six months of her base salary if terminated after twelve months of employment.



For all of the above, a termination shall be for “Good Cause” if the officer, in the subjective good faith opinion of the Company, shall

1. Commit and act of fraud, moral turpitude, misappropriation of funds or embezzlement;
2. Breach his/her fiduciary duty to the Company, including, but not limited to, acts of self-dealing (whether or not for personal profit);
3. Materially breach this agreement, the Confidentiality Agreement, or the Company’s written Codes of Ethics as adopted by the Board of Directors;
4. Willful, reckless or grossly negligent violation of any applicable state or federal law or regulation; or
5. Fail to or refuse (whether willful, reckless or negligent) to substantially perform the responsibilities and duties specified herein (other than a failure caused by temporary disability); provided, however, that no termination shall occur on that basis unless the Company first provides his/her with written notice to cure; the notice to cure shall reasonably specify the acts or omissions that constitute his/her failure or refusal to perform his/her duties, and he/she shall have reasonable opportunity (not to exceed 10 days after the date of notice to cure) to correct his/her failure or refusal to perform his/her duties; termination shall be effective as of the date of written notice to cure.

Outstanding Equity Awards at Fiscal Year-end. As of the year ended April 30, 2008, the following named executive officer had the following unexercised options, stock that has not vested, and equity incentive plan awards:

| Name   | Option Awards                                       |                 |   |         |                       | Stock Awards           |   |  |   |  |
|--|---|-----------------|---|---------|-----------------------|------------------------|---|--|---|--|
|  | Number of Securities Underlying Unexercised Options |                 | Equity Incentive Plan Awards: Number of Securities Underlying |         | Option Exercise Price | Option Expiration Date | Number of Shares or Units of Stock Not Vested |  | Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights Not Vested |  |
|  | # Exercisable                                       | # Unexercisable | Unexercised Options   | Options |                       |                        | Not Vested                                    | Market Value of Shares or Units Not Vested | Not Vested  | Value of Unearned Shares, Units or Other Rights Not Vested |
| Sanjay Sabnani<br>President,<br>Secretary,<br>CFO,<br>Principal Accounting Officer | 0   | 0               | 0   | 0       | 0                     | 0                      | 0   | 0  | 0   | 0  |
| Suzanne Fischer,<br>former officer   | 0   | 0               | 0   | 0       | 0                     | 0                      | 0   | 0  | 0   | 0  |

|                                |   |   |   |   |   |   |   |   |   |
|--------------------------------|---|---|---|---|---|---|---|---|---|
| Roger Arnet,<br>former officer | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Tyler Halls,<br>former officer | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

Director Compensation. Our directors received the following compensation for their service as directors during the fiscal year ended April 30, 2008:

| Name                                   | Fees<br>Earned<br>or Paid<br>in Cash | Stock<br>Awards<br>\$ | Option<br>Awards<br>\$ | Non-Equity<br>Incentive Plan<br>Compensation<br>\$ | Non-Qualified<br>Deferred<br>Compensation<br>Earnings<br>\$ | All Other<br>Compensation<br>\$ | Total<br>\$ |
|--|--------------------------------------|-----------------------|------------------------|--|---|---------------------------------|-------------|
| Sanjay Sabnani,<br>director            | 0                                    | 0                     | 0                      | 0  | 0   | 0                               | 0           |
| Suzanne Fischer,<br>former<br>director | 0                                    | 0                     | 0                      | 0  | 0   | 0                               | 0           |
| Roger Arnet,<br>former<br>director     | 0                                    | 0                     | 0                      | 0  | 0   | 0                               | 0           |
| Tyler Halls,<br>former<br>director     | 0                                    | 0                     | 0                      | 0  | 0   | 0                               | 0           |

#### DIRECTOR COMPENSATION

Director Compensation. Our directors received the following compensation for their service as directors during the fiscal year ended April 30, 2008:

| Name                                   | Fees<br>Earned<br>or Paid<br>in Cash | Stock<br>Awards<br>\$ | Option<br>Awards<br>\$ | Non-Equity<br>Incentive Plan<br>Compensation<br>\$ | Non-Qualified<br>Deferred<br>Compensation<br>Earnings<br>\$ | All Other<br>Compensation<br>\$ | Total<br>\$ |
|--|--------------------------------------|-----------------------|------------------------|--|---|---------------------------------|-------------|
| Sanjay Sabnani,<br>director            | 0                                    | 0                     | 0                      | 0  | 0   | 0                               | 0           |
| Suzanne Fischer,<br>former<br>director | 0                                    | 0                     | 0                      | 0  | 0   | 0                               | 0           |
| Roger Arnet,<br>former<br>director     | 0                                    | 0                     | 0                      | 0  | 0   | 0                               | 0           |
| Tyler Halls,<br>former                 | 0                                    | 0                     | 0                      | 0  | 0   | 0                               | 0           |

director

## CORPORATE GOVERNANCE

**The Board and Board Meetings.** The Board consists of currently consists of one director. During the fiscal year ended April 30, 2008, the Board took three corporate actions by written consent but held no formal meeting, as we had only one director. It is our policy that directors are expected to attend the annual meeting of stockholders.

**Director Independence.** Members of our Board of Directors are not independent as that term is defined by defined in Rule 4200(a)(15) of the Nasdaq Marketplace Rules.

**Audit Committee and Financial Expert.** Presently, the board of directors acts as the audit committee. The board of directors does not have an audit committee financial expert. The board of directors has not yet recruited an audit committee financial expert to join the board of directors because we have only recently commenced a significant level of financial operations. During the fiscal year ended April 30, 2008, we did not have an audit committee financial expert because the cost related to retaining a financial expert was prohibitive. Further, because of the size of our operations, we believe the services of a financial expert are not warranted.

During the next six to twelve months, we hope to establish an audit committee, which will be responsible for: (1) selection and oversight of our independent accountant; (2) establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal controls and auditing matters; (3) establishing procedures for the confidential, anonymous submission by our employees of concerns regarding accounting and auditing matters; (4) engaging outside advisors; and, (5) funding for the outside auditory and any outside advisors engagement by the audit committee. We will adopt an audit committee charter when we establish the audit committee.

Committees. Our Board of Directors does not have an Audit Committee, Compensation Committee, or Nominating and Corporate Governance Committee because, due to the Board's composition and our relatively limited operations, we are able to effectively manage the issues normally considered by such committees. Our new Board of Directors may undertake a review of the need for these committees.

Security holders may send communications to our Board of Directors by writing to 20300 Ventura Blvd. Suite 330, Woodland Hills, CA 91364, attention Board of Directors.

Code of Ethics. We have adopted a Code of Ethics (the "Code") that applies to our directors, officers and employees, including our principal executive officer and principal financial and accounting officer, respectively. The Code is filed as Exhibit 14 to our Report on Form 8-K filed on July 23, 2008. A written copy of the Code will be available on our website at [www.crowdgather.com](http://www.crowdgather.com).

#### CERTAIN RELATIONSHIPS

Related party transactions. Upon the closing of the Merger, Roger Arnet, our former officer, director and principal shareholder sold 56,818 of his shares in a private transaction and agreed to cancel the balance of his interest in us in exchange for certain computer related assets of our previous business operations that were valued at approximately \$670.

In March 2008, Typhoon Capital, the principal member of General, purchased various strategic websites and domain names on behalf of General in exchange for a promissory note payable in the amount of \$94,020. This note is due in 2 years and accrues interest at the rate of 10% beginning in May 2008. The note was paid in full during April 2008.

In addition, Typhoon Capital also advanced \$300,000 in cash to General and made a payment in the amount of \$6,000 to a vendor of General. As a result, General issued a promissory note payable in the amount of \$306,000. The note is due in 2 years and accrues interest at the rate of 10% beginning in May 2008. The note was paid in full during April 2008.

On July 8, 2008, we issued a convertible promissory note to one of our shareholders for \$500,000 ("Convertible Note"). The Convertible Note is due in one year, or upon default, whichever is earlier, and bears interest at the annual rate of 8%. The Convertible Note has a mandatory conversion feature by which it will automatically convert to shares of the our common stock immediately before the closing of a transaction or series of transactions in which the Registrant sells equity securities in an amount equal to or greater than \$2,000,000 ("Next Equity Financing"). The holder of the Convertible Note will receive shares at a rate that represents discount of 15% to the price per share in the Next Equity Financing. In connection with the issuance of the Convertible Note, we also agreed that the holder will be entitled to a grant of warrants in an amount to be determined at the time of Next Equity Financing.

There have been no other related party transactions, or any other transactions or relationships required to be disclosed pursuant to Item 404 of Regulation S-K.

With regard to any future related party transaction, we plan to fully disclose any and all related party transactions, including, but not limited to, the following:

- disclose such transactions in prospectuses where required;
- disclose in any and all filings with the Securities and Exchange Commission, where required;
- obtain disinterested directors consent; and
- obtain shareholder consent where required.

Section 16(a) Beneficial Ownership Reporting Compliance. We believe that our officers, directors, and principal shareholders have filed all reports required to be filed on, respectively, a Form 3 (Initial Statement of Beneficial Ownership of Securities), a Form 4 (Statement of Changes of Beneficial Ownership of Securities), or a Form 5 (Annual Statement of Beneficial Ownership of Securities).

## RELATIONSHIP WITH INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

With the Closing of the Merger described above, we dismissed Dale Matheson Carr-Hilton Labonte, LLP (“Dale Matheson”) as our principal accountant effective on such date, and we appointed Mendoza Berger & Company, LLP (“Mendoza”) as our new principal accountant. Dale Matheson’s report on our financial statements for fiscal years 2006 and 2007 did not contain an adverse opinion or a disclaimer of opinion, nor was it qualified or modified as to uncertainty, audit scope, or accounting principles, with the exception of a qualification with respect to uncertainty as to our ability to continue as a going concern. The decision to change accountants was recommended and approved by our Board of Directors.

During fiscal years 2006 and 2007, and the subsequent interim period through Closing, there were no disagreements with Dale Matheson on any matter of accounting principles or practices, financial statement disclosures, or auditing scope or procedures, which disagreement(s), if not resolved to the satisfaction of Dale Matheson, would have caused them to make reference to the subject matter of the disagreement(s) in connection with their report, nor were there any reportable events as defined in Item 304(a)(1)(iv)(B) of Regulation S-K.

We engaged Mendoza as our new independent accountant as of Closing. During fiscal years 2006 and 2007, and the subsequent interim period through Closing, we nor anyone on our behalf engaged Mendoza regarding either the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on our financial statements, or any matter that was either the subject of a “disagreement” or a “reportable event,” both as such terms are defined in Item 304 of Regulation S-K.

**Report of Audit Committee.** Presently, the board of directors acts as the audit committee. The audit committee is responsible for assessing the information provided by management and our registered public accounting firm in accordance with its business judgment. Management is responsible for the preparation, presentation and integrity of our financial statements and for the appropriateness of the accounting principles and reporting policies that are used. Management is also responsible for testing the system of internal controls, and reports to the audit committee on any deficiencies found. Our registered public accounting firm, Mendoza Berger & Company, LLP, is responsible for auditing the financial statements and for reviewing the unaudited interim financial statements.

The audit committee reviewed with our registered public accounting firm the overall scope and plan of the audit. In addition, it met with our registered public accounting firm to discuss the results of Mendoza Berger & Company, LLP’s examination, the overall quality of our financial reporting and such other matters as are required to be discussed under generally accepted auditing standards. The audit committee has also received from, and discussed with, our registered public accounting firm the matters required to be discussed by Statement on Auditing Standards 61 (Communication with Audit Committees).

The audit committee has discussed with Mendoza Berger & Company, LLP that firm’s independence from management and our company, including the matters in the written disclosures and the letter required by the Independence Standards Board Standard No. 1. The audit committee has also considered the compatibility of audit related and tax services with the auditors’ independence.

In fulfilling its oversight responsibilities, the audit committee has reviewed and discussed the audited financial statements in the Annual Report on Form 10-KSB for the year ended April 30, 2008 with both management and our registered public accounting firm. The audit committee’s review included a discussion of the quality and integrity of the accounting principles, the reasonableness of significant estimates and judgments, and the clarity of disclosures in the financial statements.

In reliance on the reviews and discussions referred to above, the audit committee recommended to the Board, and the Board has approved, that the audited financial statements be included in the Annual Report on Form 10-KSB for the

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year ended April 30, 2008 for filing with the SEC. The audit committee has recommended to the Board the reappointment of Mendoza Berger & Company, LLP as our registered public accounting firm for the 2008 fiscal year.

By the Board of Directors:

/s/ Sanjay Sabnani  
Sanjay Sabnani, Sole Director



Independent Registered Public Accounting Firm Fees. The following table summarizes the fees of Mendoza Berger & Company, LLP and Dale Matheson Carr-Hilton Labonte, LLP our registered public accounting firms, billed to us for each of the last two fiscal years:

| Fee Category       | FY 2008   | FY 2007  |
|--------------------|-----------|----------|
| Audit Fees         | \$ 28,141 | \$ 7,900 |
| Audit-Related Fees | —         | —        |
| Tax Fees           | \$ 1,575  | —        |
| All Other Fees     | —         | —        |
| Total Fees         | \$ 29,616 | \$ 7,900 |

Pre-Approval Policies and Procedures. The Audit Committee is to pre-approve all audit and non-audit services provided by the independent auditors. These services may include audit services, audit related services, tax services and other services as allowed by law or regulation. Pre-approval is generally provided for up to one year and any pre-approval is detailed as to the particular service or category of services and is generally subject to a specifically approved amount. The independent auditors and management are required to periodically report to the Audit Committee regarding the extent of services provided by the independent auditors in accordance with this pre-approval and the fees incurred to date. The Audit Committee may also pre-approve particular services on a case-by-case basis.

#### HOUSEHOLDING OF ANNUAL MEETING MATERIALS

Some banks, brokers and other nominee record holders may be participating in the practice of “householding”. This means that only one copy of our annual report and proxy statement will be sent to stockholders who share the same last name and address. Householding is designed to reduce duplicate mailings and save significant printing and postage costs.

If you receive a household mailing this year and would like to receive additional copies of our annual report and/or proxy statement, please submit your request in writing to: CrowdGather, Inc., 20300 Ventura Blvd. Suite 330, Woodland Hills, CA, 91364, Attention: Secretary or by calling CrowdGather, Inc. at (818) 435-2472. Any stockholder who wants to receive separate copies of the proxy statement in the future, or who is currently receiving multiple copies and would like to receive only one copy for his or her household, should contact his or her bank, broker, or other nominee record holder.

#### DEADLINE FOR SUBMISSION OF STOCKHOLDER PROPOSALS FOR THE 2009 ANNUAL MEETING

Any stockholders who wish to submit a proposal, pursuant to Rule 14a-8 under the Exchange Act, for inclusion in the proxy materials for our 2009 annual meeting of stockholders must ensure that it is received by our corporate secretary at our corporate headquarters, which are located at 20300 Ventura Blvd. Suite 330, Woodland Hills, CA, 91364, no later than a reasonable time before the materials for our 2009 Annual Meeting are printed and sent, which we anticipate will occur in August 2009.

By Order of the Board of Directors,

/s/ Sanjay Sabnani  
Sanjay Sabnani  
Chairman

August 27, 2008



THE BOARD ENCOURAGES STOCKHOLDERS TO ATTEND THE ANNUAL MEETING. WHETHER OR NOT YOU PLAN TO ATTEND, YOU ARE URGED TO COMPLETE, DATE, SIGN AND RETURN THE ENCLOSED PROXY IN THE ACCOMPANYING ENVELOPE. A PROMPT RESPONSE WILL GREATLY FACILITATE ARRANGEMENTS FOR THE ANNUAL MEETING AND YOUR COOPERATION WILL BE APPRECIATED. STOCKHOLDERS WHO ATTEND THE ANNUAL MEETING MAY VOTE THEIR STOCK PERSONALLY EVEN THOUGH THEY HAVE SENT IN THEIR PROXIES.

#### WHERE YOU CAN FIND MORE INFORMATION

The Company files reports, proxy statements and other information with the SEC under the Exchange Act. You may obtain copies of this information by mail from the Public Reference Section of the SEC, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. The Securities and Exchange Commission maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the Securities and Exchange Commission. The address of that site is <http://www.sec.gov>.

THIS PROXY STATEMENT IS DATED AUGUST 27, 2008. YOU SHOULD NOT ASSUME THAT THE INFORMATION CONTAINED IN THIS PROXY STATEMENT IS ACCURATE AS OF ANY DATE OTHER THAN SUCH DATE, AND THE MAILING OF THIS PROXY STATEMENT TO THE COMPANY SHAREHOLDERS SHALL NOT CREATE ANY IMPLICATION TO THE CONTRARY.

CROWDGATHER, INC.  
20300 Ventura Blvd. Suite 330  
Woodland Hills, CA 91364  
Proxy for Annual Meeting of Shareholders  
to be held on September 26, 2008

This Proxy is solicited on behalf of the Board of Directors

The undersigned hereby appoints Sanjay Sabnani and as Proxy, with full power of substitution, in the name, place and stead of the undersigned, to vote at an Annual Meeting of Shareholders (the "Meeting") of CrowdGather, Inc., a Nevada corporation (the "Company"), on September 26, 2008, at 10:00 a.m., or at any adjournment or adjournments thereof, in the manner designated below, all of the shares of the Company's common stock that the undersigned would be entitled to vote if personally present.

(1) Election of directors:

|    |   |    |  |
|----|---|----|--|
| .. | FOR ALL NOMINEES<br>LISTED BELOW<br>(except as marked to the<br>contrary below) | .. | WITHHOLD<br>AUTHORITY TO VOTE<br>FOR<br>ALL NOMINEES<br>LISTED BELOW |
|----|---|----|--|

INSTRUCTION: To withhold authority to vote for any individual nominees, strike a line through the nominee's name in the list below.

Sanjay Sabnani

Jonathan R. Dariyanani

James A. Sacks

(2) Proposal to amend the articles of incorporation to authorize a class of preferred stock and restate the articles of incorporation to include provisions allowing indemnification of our officers and directors.

|    |     |    |         |    |         |
|----|-----|----|---------|----|---------|
| .. | FOR | .. | AGAINST | .. | ABSTAIN |
|----|-----|----|---------|----|---------|

(3) Proposal to ratify the appointment of Mendoza Berger & Company, LLP as the Company's independent certifying accountants.

|    |     |    |         |    |         |
|----|-----|----|---------|----|---------|
| .. | FOR | .. | AGAINST | .. | ABSTAIN |
|----|-----|----|---------|----|---------|

(4) Proposal to ratify the CrowdGather, Inc. 2008 Stock Option and Award Plan.