



2. The appointment of the Company's independent auditors and authorization of the Board of Directors to fix the auditors' remuneration was approved by a vote of 129,661,650 votes for, 10,738,225 votes against, and 1,185,155 votes abstaining.
3. The shareholder proposal involving a nonbinding vote seeking the Company's reincorporation as a U.S.-based company was rejected by a vote of 51,672,268 votes for, 72,976,281 votes against, 2,314,851 votes abstaining and 14,621,630 broker non-votes.

Item 9. Regulation FD Disclosure

Attached hereto as an exhibit, which is incorporated herein by reference is the registrant's press release announcing results of voting from the Company's Annual General Meeting.

The information in this Item 9 is not "filed" pursuant to the Securities Exchange Act of 1934 and is not incorporated by reference into any registrations under the Securities Act of 1933. Additionally, the inclusion of such information is not an admission as to the materiality of any information in the report that is required to be disclosed solely by regulation FD.

| <u>Exhibit Number</u> | <u>Description</u>   |
|-----------------------|--|
| 99                    | Press release of Ingersoll-Rand Company Limited dated May 29, 2003 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

INGERSOLL-RAND COMPANY LIMITED  
(Registrant)

May 30, 2003

/s/ Patricia Nachtigal  
Patricia Nachtigal  
Senior Vice President and General Counsel