

LAZARD GLOBAL TOTAL RETURN & INCOME FUND INC  
Form N-PX  
August 09, 2010

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF  
REGISTERED MANAGEMENT INVESTMENT COMPANY

Investment Company Act file number: 811-21511

LAZARD GLOBAL TOTAL RETURN AND INCOME FUND, INC.

(Exact name of registrant as specified in charter)

c/o Lazard Asset Management LLC  
30 Rockefeller Plaza  
New York, New York 10112

(Address of principal executive offices) (Zip code)

Nathan A. Paul, Esq.  
30 Rockefeller Plaza  
New York, New York 10112

(Name and address of agent for service)

Registrant's telephone number, including area code: (800) 823-6300

Date of fiscal year end: 12/31

Date of reporting period: July 1, 2009-June 30, 2010

\*\*\*\*\* FORM N-Px REPORT \*\*\*\*\*

ICA File Number: 811-21511  
Reporting Period: 07/01/2009 - 06/30/2010  
Lazard Global Total Return & Income Fund, Inc.

===== Lazard Global Total Return & Income Fund =====

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BANK OF NEW YORK MELLON CORPORATION, THE

Ticker: BK Security ID: 064058100  
 Meeting Date: APR 13, 2010 Meeting Type: Annual  
 Record Date: FEB 12, 2010

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Ruth E. Bruch                                       | For     | For       | Management  |
| 1.2  | Elect Director Nicholas M. Donofrio                                | For     | For       | Management  |
| 1.3  | Elect Director Gerald L. Hassell                                   | For     | For       | Management  |
| 1.4  | Elect Director Edmund F. Kelly                                     | For     | For       | Management  |
| 1.5  | Elect Director Robert P. Kelly                                     | For     | For       | Management  |
| 1.6  | Elect Director Richard J. Kogan                                    | For     | For       | Management  |
| 1.7  | Elect Director Michael J. Kowalski                                 | For     | For       | Management  |
| 1.8  | Elect Director John A. Luke, Jr.                                   | For     | For       | Management  |
| 1.9  | Elect Director Robert Mehrabian                                    | For     | For       | Management  |
| 1.10 | Elect Director Mark A. Nordenberg                                  | For     | For       | Management  |
| 1.11 | Elect Director Catherine A. Rein                                   | For     | For       | Management  |
| 1.12 | Elect Director William C. Richardson                               | For     | For       | Management  |
| 1.13 | Elect Director Samuel C. Scott III                                 | For     | For       | Management  |
| 1.14 | Elect Director John P. Surma                                       | For     | For       | Management  |
| 1.15 | Elect Director Wesley W. von Schack                                | For     | For       | Management  |
| 2    | Advisory Vote to Ratify Named Executive Officers' Compensation     | For     | For       | Management  |
| 3    | Ratify Auditors  | For     | For       | Management  |
| 4    | Provide for Cumulative Voting                                      | Against | For       | Shareholder |
| 5    | Stock Retention/Holding Period                                     | Against | For       | Shareholder |
| 6    | Submit Severance Agreement (Change-in-Control) to Shareholder Vote | Against | For       | Shareholder |

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 BP PLC

Ticker: BP. Security ID: 055622104  
 Meeting Date: APR 15, 2010 Meeting Type: Annual  
 Record Date: FEB 19, 2010

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | To Receive The Directors Annual Report And Accounts | For     | For       | Management |
| 2  | To Approve The Directors Remuneration Report        | For     | For       | Management |
| 3  | To Elect P Anderson As A Director                   | For     | For       | Management |
| 4  | To Re-elect A Burgmans As A Director                | For     | For       | Management |
| 5  | To Re-elect C B Carroll As A Director               | For     | For       | Management |
| 6  | To Re-elect William Castell As A Director           | For     | For       | Management |
| 7  | To Re-elect I C Conn As A Director                  | For     | For       | Management |
| 8  | To Re-elect G David As A Director                   | For     | For       | Management |
| 9  | To Elect I E L Davis As A Director                  | For     | For       | Management |
| 10 | To Re-elect R Dudley As A Director                  | For     | For       | Management |
| 11 | To Re-elect D J Flint As A Director                 | For     | For       | Management |
| 12 | To Re-elect B E Grote As A Director                 | For     | For       | Management |
| 13 | To Re-elect A B Hayward As A Director               | For     | For       | Management |
| 14 | To Re-elect A G Inglis As A Director                | For     | For       | Management |
| 15 | To Re-elect D S Julius As A Director                | For     | For       | Management |
| 16 | To Elect C-H Svanberg As A Director                 | For     | For       | Management |
| 17 | To Reappoint Ernst & Young Llp As                   | For     | For       | Management |

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|    |  |         |         |             |
|----|--|---------|---------|-------------|
|    | Auditors And Authorize The board To Fix<br>Their Remuneration  |         |         |             |
| 18 | To Adopt New Articles Of Association   | For     | For     | Management  |
| 19 | To Give Limited Authority For The<br>Purchaseof Its Own Shares By The<br>Company   | For     | For     | Management  |
| 20 | To Give Limited Authority To Allot<br>Shares Up To A Specified amount  | For     | For     | Management  |
| 21 | To Give Authority To Allot A Limited<br>Number of Shares For Cash Free Of<br>Pre-emption Rights                              | For     | For     | Management  |
| 22 | To Authorize The Calling Of General<br>Meetings(excluding Annual General<br>Meetings) By Notice Of At Least 14<br>clear Days | For     | For     | Management  |
| 23 | To Approve The Renewal Of The Executive<br>Directors Incentive Plan  | For     | For     | Management  |
| 24 | To Approve The Scrip Dividend Programme  | For     | For     | Management  |
| 25 | Special Resolution: To Instruct A<br>Committee Of The Board To Review The<br>Assumptions Behind The Sunrise Project          | Against | Against | Shareholder |

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### BRISTOL-MYERS SQUIBB COMPANY

Ticker:            BMJ                            Security ID: 110122108  
Meeting Date: MAY 4, 2010            Meeting Type: Annual  
Record Date: MAR 11, 2010

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1  | Elect Director Lamberto Andreotti                                      | For     | For       | Management  |
| 2  | Elect Director Lewis B. Campbell                                       | For     | For       | Management  |
| 3  | Elect Director James M. Cornelius                                      | For     | For       | Management  |
| 4  | Elect Director Louis J. Freeh  | For     | For       | Management  |
| 5  | Elect Director Laurie H. Glimcher, M.D                                 | For     | For       | Management  |
| 6  | Elect Director Michael Grobstein                                       | For     | For       | Management  |
| 7  | Elect Director Leif Johansson  | For     | For       | Management  |
| 8  | Elect Director Alan J. Lacy  | For     | For       | Management  |
| 9  | Elect Director Vicki L. Sato, Ph.D.                                    | For     | For       | Management  |
| 10 | Elect Director Togo D. West, Jr.                                       | For     | For       | Management  |
| 11 | Elect Director R. Sanders Williams,<br>M.D.                            | For     | For       | Management  |
| 12 | Ratify Auditors  | For     | For       | Management  |
| 13 | Provide Right to Call Special Meeting                                  | For     | For       | Management  |
| 14 | Reduce Supermajority Vote Requirements<br>Applicable to Common Stock   | For     | For       | Management  |
| 15 | Reduce Supermajority Vote Requirement<br>Applicable to Preferred Stock | For     | For       | Management  |
| 16 | Increase Disclosure of Executive<br>Compensation                       | Against | Against   | Shareholder |
| 17 | Provide Right to Act by Written Consent                                | Against | For       | Shareholder |
| 18 | Report and Set Goals Related to Animal<br>Use and Testing              | Against | Against   | Shareholder |

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### CANON INC.

Ticker:            7751                            Security ID: 138006309

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Meeting Date: MAR 30, 2010 Meeting Type: Annual

Record Date: MAR 3, 2010

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|------|--|---------|-----------|------------|
| 1    | Approve Allocation of Income, With a Final Dividend of JPY 55  | For     | For       | Management |
| 2.1  | Elect Director   | For     | For       | Management |
| 2.2  | Elect Director   | For     | For       | Management |
| 2.3  | Elect Director   | For     | For       | Management |
| 2.4  | Elect Director   | For     | For       | Management |
| 2.5  | Elect Director   | For     | For       | Management |
| 2.6  | Elect Director   | For     | For       | Management |
| 2.7  | Elect Director   | For     | For       | Management |
| 2.8  | Elect Director   | For     | For       | Management |
| 2.9  | Elect Director   | For     | For       | Management |
| 2.10 | Elect Director   | For     | For       | Management |
| 2.11 | Elect Director   | For     | For       | Management |
| 2.12 | Elect Director   | For     | For       | Management |
| 2.13 | Elect Director   | For     | For       | Management |
| 2.14 | Elect Director   | For     | For       | Management |
| 2.15 | Elect Director   | For     | For       | Management |
| 2.16 | Elect Director   | For     | For       | Management |
| 2.17 | Elect Director   | For     | For       | Management |
| 3.1  | Appoint Statutory Auditor  | For     | For       | Management |
| 3.2  | Appoint Statutory Auditor  | For     | Against   | Management |
| 3.3  | Appoint Statutory Auditor  | For     | Against   | Management |
| 4    | Approve Retirement Bonus Payment for Directors   | For     | For       | Management |
| 5    | Approve Retirement Bonuses and Special Payments in Connection with Abolition of Retirement Bonus System for Statutory Auditors | For     | Against   | Management |
| 6    | Approve Payment of Annual Bonuses to Directors   | For     | For       | Management |
| 7    | Approve Stock Option Plan  | For     | For       | Management |

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CISCO SYSTEMS, INC.

Ticker: CSCO Security ID: 17275R102

Meeting Date: NOV 12, 2009 Meeting Type: Annual

Record Date: SEP 14, 2009

| #  | Proposal                                     | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1  | Elect Director Carol A. Bartz                | For     | For       | Management |
| 2  | Elect Director M. Michele Burns              | For     | For       | Management |
| 3  | Elect Director Michael D. Capellas           | For     | For       | Management |
| 4  | Elect Director Larry R. Carter               | For     | For       | Management |
| 5  | Elect Director John T. Chambers              | For     | For       | Management |
| 6  | Elect Director Brian L. Halla                | For     | For       | Management |
| 7  | Elect Director John L. Hennessy              | For     | For       | Management |
| 8  | Elect Director Richard M. Kovacevich         | For     | For       | Management |
| 9  | Elect Director Roderick C. McGeary           | For     | For       | Management |
| 10 | Elect Director Michael K. Powell             | For     | For       | Management |
| 11 | Elect Director Arun Sarin                    | For     | For       | Management |
| 12 | Elect Director Steven M. West                | For     | For       | Management |
| 13 | Elect Director Jerry Yang                    | For     | For       | Management |
| 14 | Amend Omnibus Stock Plan                     | For     | For       | Management |
| 15 | Amend Qualified Employee Stock Purchase Plan | For     | For       | Management |

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|    |  |         |         |             |
|----|--|---------|---------|-------------|
| 16 | Ratify Auditors  | For     | For     | Management  |
| 17 | Amend Bylaws to Establish a Board Committee on Human Rights    | Against | Against | Shareholder |
| 18 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For     | Shareholder |
| 19 | Report on Internet Fragmentation                               | Against | Against | Shareholder |

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### CONOCOPHILLIPS

Ticker: COP Security ID: 20825C104  
 Meeting Date: MAY 12, 2010 Meeting Type: Annual  
 Record Date: MAR 15, 2010

| #    | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director Richard L. Armitage  | For     | For       | Management  |
| 1.2  | Elect Director Richard H. Auchinleck  | For     | For       | Management  |
| 1.3  | Elect Director James E. Copeland, Jr.   | For     | For       | Management  |
| 1.4  | Elect Director Kenneth M. Duberstein  | For     | For       | Management  |
| 1.5  | Elect Director Ruth R. Harkin   | For     | For       | Management  |
| 1.6  | Elect Director Harold W. Mcgraw III   | For     | For       | Management  |
| 1.7  | Elect Director James J. Mulva   | For     | For       | Management  |
| 1.8  | Elect Director Robert A. Niblock  | For     | For       | Management  |
| 1.9  | Elect Director Harald J. Norvik   | For     | For       | Management  |
| 1.10 | Elect Director William K. Reilly  | For     | For       | Management  |
| 1.11 | Elect Director Bobby S. Shackouls   | For     | For       | Management  |
| 1.12 | Elect Director Victoria J. Tschinkel  | For     | For       | Management  |
| 1.13 | Elect Director Kathryn C. Turner  | For     | For       | Management  |
| 1.14 | Elect Director William E. Wade, Jr.   | For     | For       | Management  |
| 2    | Ratify Auditors   | For     | For       | Management  |
| 3    | Report on Board Risk Management Oversight   | Against | Against   | Shareholder |
| 4    | Adopt Quantitative GHG Goals for Products and Operations                                    | Against | For       | Shareholder |
| 5    | Report on Environmental Impact of Oil Sands Operations in Canada                            | Against | For       | Shareholder |
| 6    | Adopt Policy to Address Coastal Louisiana Environmental Impacts                             | Against | Against   | Shareholder |
| 7    | Report on Financial Risks of Climate Change   | Against | Against   | Shareholder |
| 8    | Adopt Goals to Reduce Emission of TRI Chemicals   | Against | Against   | Shareholder |
| 9    | Amend EEO Policy to Prohibit Discrimination Based on Sexual Orientation and Gender Identity | Against | For       | Shareholder |
| 10   | Report on Political Contributions   | Against | For       | Shareholder |

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### CREDIT SUISSE GROUP (FORMERLY CS HOLDING)

Ticker: CSGN Security ID: 225401108  
 Meeting Date: APR 30, 2010 Meeting Type: Annual  
 Record Date:

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Receive Financial Statements and Statutory Reports (Non-Voting) | None    | None      | Management |
| 1.2 | Approve Remuneration Report                                     | For     | Against   | Management |

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|       |  |     |     |            |
|-------|--|-----|-----|------------|
| 1.3   | Accept Financial Statements and Statutory Reports  | For | For | Management |
| 2     | Approve Discharge of Board and Senior Management   | For | For | Management |
| 3     | Approve Allocation of Income and Dividends of CHF 2 per Share                                  | For | For | Management |
| 4     | Amend Articles Re: Share Certificates due to New Swiss Federal Act on Intermediated Securities | For | For | Management |
| 5.1.1 | Reelect Noreen Doyle as Director   | For | For | Management |
| 5.1.2 | Reelect Aziz Syriani as Director   | For | For | Management |
| 5.1.3 | Reelect David Syz as Director  | For | For | Management |
| 5.1.4 | Reelect Peter Weibel as Director   | For | For | Management |
| 5.1.5 | Elect Jassim Al Thani as Director  | For | For | Management |
| 5.1.6 | Elect Robert Benmosche as Director   | For | For | Management |
| 5.2   | Ratify KPMG AG as Auditors   | For | For | Management |
| 5.3   | Ratify BDO Visura as Special Auditors  | For | For | Management |

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### CRH PLC

Ticker: CRG                      Security ID: 12626K203  
 Meeting Date: MAY 5, 2010      Meeting Type: Annual  
 Record Date: MAR 26, 2010

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Consideration Of Financial Statements And Reports Of Directors and Auditors | For     | For       | Management |
| 2  | Declaration Of A Dividend   | For     | For       | Management |
| 3  | Consideration Of Report On Directors Remuneration                           | For     | For       | Management |
| 4  | Re-election Of Director: U.h. Felcht  | For     | For       | Management |
| 5  | Re-election Of Director: D.n. O Connor                                      | For     | For       | Management |
| 6  | Re-election Of Director: W.i. O Mahony                                      | For     | For       | Management |
| 7  | Re-election Of Director: J.w. Kennedy                                       | For     | For       | Management |
| 8  | Remuneration Of Auditors  | For     | For       | Management |
| 9  | Disapplication Of Pre-emption Rights  | For     | For       | Management |
| 10 | Authority To Purchase Own Ordinary Shares                                   | For     | For       | Management |
| 11 | Authority To Re-issue Treasury Shares                                       | For     | For       | Management |
| 12 | Notice Period For Extraordinary General Meetings                            | For     | For       | Management |
| 13 | New Share Option Schemes  | For     | For       | Management |
| 14 | New Savings-related Share Option Schemes                                    | For     | For       | Management |
| 15 | Amendments To Articles Of Association                                       | For     | For       | Management |

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### DIAGEO PLC

Ticker: DGE                      Security ID: 25243Q205  
 Meeting Date: OCT 14, 2009      Meeting Type: Annual  
 Record Date: SEP 4, 2009

| # | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|---|------------------------------------|---------|-----------|------------|
| 1 | Report And Accounts 2009           | For     | For       | Management |
| 2 | Directors Remuneration Report 2009 | For     | For       | Management |
| 3 | Declaration Of Final Dividend      | For     | For       | Management |

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|    |  |     |     |            |
|----|--|-----|-----|------------|
| 4  | Re-election Of LM Danon As A Director  | For | For | Management |
| 5  | Re-election Of Lord Hollick As A Director  | For | For | Management |
| 6  | Re-election Of PS Walsh As A Director  | For | For | Management |
| 7  | Election Of PB Bruzelius As A Director   | For | For | Management |
| 8  | Election Of BD Holden As A Director  | For | For | Management |
| 9  | Re-appointment Of Auditor  | For | For | Management |
| 10 | Remuneration Of Auditor  | For | For | Management |
| 11 | Authority To Allot Shares  | For | For | Management |
| 12 | Disapplication Of Pre-emption Rights   | For | For | Management |
| 13 | Authority To Purchase Own Ordinary Shares  | For | For | Management |
| 14 | Authority To Make Political Donations And/or To Incur Political Expenditure In The EU. | For | For | Management |
| 15 | Adoption Of The Diageo Plc 2009 Discretionary Incentive Plan                           | For | For | Management |
| 16 | Adoption Of The Diageo Plc 2009 Executive Long Term Incentive Plan                     | For | For | Management |
| 17 | Adoption Of The Diageo Plc International Sharematch Plan 2009                          | For | For | Management |
| 18 | Authority To Establish International Share Plans                                       | For | For | Management |
| 19 | Adoption Of The Diageo Plc 2009 Irish Sharesave Plan                                   | For | For | Management |
| 20 | Amendments To The Rules Of Diageo Plc Executive Share Option Plan                      | For | For | Management |
| 21 | Amendments To The Rules Of Diageo Plc 2008 Senior Executive Share Option Plan          | For | For | Management |
| 22 | Amendments To The Rules Of Diageo Plc Senior Executive Share Option Plan               | For | For | Management |
| 23 | Reduced Notice Of A General Meeting Other Than An Annual General Meeting               | For | For | Management |
| 24 | Adoption Of Articles Of Association  | For | For | Management |

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### EXXON MOBIL CORPORATION

Ticker: XOM Security ID: 30231G102  
 Meeting Date: MAY 26, 2010 Meeting Type: Annual  
 Record Date: APR 6, 2010

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director M.J. Boskin                                       | For     | For       | Management  |
| 1.2  | Elect Director P. Brabeck-Letmathe                               | For     | For       | Management  |
| 1.3  | Elect Director L.R. Faulkner                                     | For     | For       | Management  |
| 1.4  | Elect Director J.S. Fishman                                      | For     | For       | Management  |
| 1.5  | Elect Director K.C. Frazier                                      | For     | For       | Management  |
| 1.6  | Elect Director W.W. George                                       | For     | For       | Management  |
| 1.7  | Elect Director M.C. Nelson                                       | For     | For       | Management  |
| 1.8  | Elect Director S.J. Palmisano                                    | For     | For       | Management  |
| 1.9  | Elect Director S.C. Reinemund                                    | For     | For       | Management  |
| 1.10 | Elect Director R.W. Tillerson                                    | For     | For       | Management  |
| 1.11 | Elect Director E.E. Whitacre, Jr.                                | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Amend Articles/Bylaws/Charter -- Call Special Meetings           | Against | For       | Shareholder |
| 4    | Reincorporate in Another State [from New Jersey to North Dakota] | Against | Against   | Shareholder |
| 5    | Advisory Vote to Ratify Named Executive                          | Against | For       | Shareholder |

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|    |   |         |         |             |
|----|---|---------|---------|-------------|
|    | Officers' Compensation  |         |         |             |
| 6  | Amend EEO Policy to Prohibit Discrimination based on Sexual Orientation and Gender Identity | Against | For     | Shareholder |
| 7  | Adopt Policy on Human Right to Water  | Against | Against | Shareholder |
| 8  | Adopt Policy to Address Coastal Louisiana Environmental Impacts                             | Against | Against | Shareholder |
| 9  | Report on Environmental Impact of Oil Sands Operations in Canada                            | Against | For     | Shareholder |
| 10 | Report on Environmental Impacts of Natural Gas Fracturing                                   | Against | For     | Shareholder |
| 11 | Report on Energy Technologies Development   | Against | Against | Shareholder |
| 12 | Adopt Quantitative GHG Goals from Products and Operations                                   | Against | For     | Shareholder |
| 13 | Report on Risks of Alternative Long-term Fossil Fuel Demand Estimates                       | Against | Against | Shareholder |

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GDF SUEZ

Ticker: GSZ Security ID: 36160B105  
 Meeting Date: MAY 3, 2010 Meeting Type: Annual/Special  
 Record Date: MAR 29, 2010

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1  | Approve Financial Statements and Statutory Reports   | For     | For       | Management |
| 2  | Accept Consolidated Financial Statements and Statutory Reports   | For     | For       | Management |
| 3  | Approve Allocation of Income and Dividends of EUR 1.47 per Share   | For     | For       | Management |
| 4  | Approve Auditors' Special Report Regarding Related-Party Transactions  | For     | For       | Management |
| 5  | Authorize Repurchase of Up to 10 Percent of Issued Share Capital   | For     | For       | Management |
| 6  | Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 250 Million                      | For     | For       | Management |
| 7  | Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 250 Million                   | For     | For       | Management |
| 8  | Approve Issuance of Shares up to 20 Percent of Issued Capital Per Year for a Private Placement, up to Aggregate Nominal Amount of EUR 250 Million      | For     | For       | Management |
| 9  | Authorize Board to Increase Capital in the Event of Additional Demand Related to Delegation Submitted to Shareholder Vote Above Under Items 6, 7 and 8 | For     | For       | Management |
| 10 | Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Acquisitions   | For     | For       | Management |
| 11 | Approve Employee Stock Purchase Plan   | For     | For       | Management |
| 12 | Approve Employee Stock Purchase Plan for International Employees   | For     | For       | Management |
| 13 | Set Global Limit for Capital Increase to Result from All Issuance Requests   | For     | For       | Management |



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|    |  |     |         |            |
|----|--|-----|---------|------------|
|    | under Items 6 to 12 at EUR 310 Million   |     |         |            |
| 14 | Authorize Capitalization of Reserves for Bonus Issue or Increase in Par Value  | For | For     | Management |
| 15 | Approve Reduction in Share Capital via Cancellation of Repurchased Shares      | For | For     | Management |
| 16 | Authorize up to 0.5 Percent of Issued Capital for Use in Stock Option Plan     | For | For     | Management |
| 17 | Authorize up to 0.5 Percent of Issued Capital for Use in Restricted Stock Plan | For | Against | Management |
| 18 | Authorize Filing of Required Documents/Other Formalities                       | For | For     | Management |

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GENERAL ELECTRIC COMPANY

Ticker: GE Security ID: 369604103  
 Meeting Date: APR 28, 2010 Meeting Type: Annual  
 Record Date: MAR 1, 2010

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor     |
|----|---|---------|-----------|-------------|
| 1  | Elect Director W. Geoffrey Beattie  | For     | For       | Management  |
| 2  | Elect Director James I. Cash, Jr.   | For     | For       | Management  |
| 3  | Elect Director William M. Castell   | For     | For       | Management  |
| 4  | Elect Director Ann M. Fudge   | For     | For       | Management  |
| 5  | Elect Director Susan Hockfield  | For     | For       | Management  |
| 6  | Elect Director Jeffrey R. Immelt  | For     | For       | Management  |
| 7  | Elect Director Andrea Jung  | For     | For       | Management  |
| 8  | Elect Director Alan G. (A.G.) Lafley  | For     | For       | Management  |
| 9  | Elect Director Robert W. Lane   | For     | For       | Management  |
| 10 | Elect Director Ralph S. Larsen  | For     | For       | Management  |
| 11 | Elect Director Rochelle B. Lazarus  | For     | For       | Management  |
| 12 | Elect Director James J. Mulva   | For     | For       | Management  |
| 13 | Elect Director Sam Nunn   | For     | For       | Management  |
| 14 | Elect Director Roger S. Penske  | For     | For       | Management  |
| 15 | Elect Director Robert J. Swieringa  | For     | For       | Management  |
| 16 | Elect Director Douglas A. Warner III  | For     | For       | Management  |
| 17 | Ratify Auditors   | For     | For       | Management  |
| 18 | Provide for Cumulative Voting   | Against | For       | Shareholder |
| 19 | Amend Articles/Bylaws/Charter -- Call Special Meetings                          | Against | For       | Shareholder |
| 20 | Require Independent Board Chairman  | Against | For       | Shareholder |
| 21 | Report on Pay Disparity   | Against | Against   | Shareholder |
| 22 | Adopt Policy Prohibiting Certain Directors from Serving on Key Board Committees | Against | Against   | Shareholder |
| 23 | Advisory Vote to Ratify Named Executive Officers' Compensation                  | Against | For       | Shareholder |

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GLAXOSMITHKLINE PLC

Ticker: GSK Security ID: 37733W105  
 Meeting Date: MAY 6, 2010 Meeting Type: Annual  
 Record Date: MAR 9, 2010

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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|    |  |     |     |            |
|----|--|-----|-----|------------|
| 1  | To Receive And Adopt The Directors Report And The Financialstatements  | For | For | Management |
| 2  | To Approve The Remuneration Report   | For | For | Management |
| 3  | To Re-elect Dr Stephanie Burns As A Director   | For | For | Management |
| 4  | To Re-elect Mr Julian Heslop As A Director   | For | For | Management |
| 5  | To Re-elect Sir Deryck Maughan As A Director   | For | For | Management |
| 6  | To Re-elect Dr Daniel Podolsky As A Director   | For | For | Management |
| 7  | To Re-elect Sir Robert Wilson As A Director  | For | For | Management |
| 8  | Re-appointment Of Auditors   | For | For | Management |
| 9  | Remuneration Of Auditors   | For | For | Management |
| 10 | To Authorise The Company And Its Subsidiaries To Make Donations to Political Organisations And Incur Political Expenditure | For | For | Management |
| 11 | Authority To Allot Shares  | For | For | Management |
| 12 | Disapplication Of Pre-emption Rights   | For | For | Management |
| 13 | Authority For The Company To Purchase Its Own Shares   | For | For | Management |
| 14 | Exemption From Statement Of Senior Statutory Auditor's Name  | For | For | Management |
| 15 | Reduced Notice Of A General Meeting Other Than An Agm  | For | For | Management |
| 16 | Adopt New Articles Of Association  | For | For | Management |

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HOME DEPOT, INC., THE

Ticker: HD Security ID: 437076102  
 Meeting Date: MAY 20, 2010 Meeting Type: Annual  
 Record Date: MAR 22, 2010

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1  | Elect Director F. Duane Ackerman                               | For     | For       | Management  |
| 2  | Elect Director David H. Batchelder                             | For     | For       | Management  |
| 3  | Elect Director Francis S. Blake                                | For     | For       | Management  |
| 4  | Elect Director Ari Bousbib                                     | For     | For       | Management  |
| 5  | Elect Director Gregory D. Brenneman                            | For     | For       | Management  |
| 6  | Elect Director Albert P. Carey                                 | For     | For       | Management  |
| 7  | Elect Director Armando Codina                                  | For     | For       | Management  |
| 8  | Elect Director Bonnie G. Hill                                  | For     | For       | Management  |
| 9  | Elect Director Karen L. Katen                                  | For     | For       | Management  |
| 10 | Ratify Auditors  | For     | For       | Management  |
| 11 | Amend Omnibus Stock Plan                                       | For     | For       | Management  |
| 12 | Provide for Cumulative Voting                                  | Against | For       | Shareholder |
| 13 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For       | Shareholder |
| 14 | Amend Articles/Bylaws/Charter -- Call Special Meetings         | Against | For       | Shareholder |
| 15 | Provide Right to Act by Written Consent                        | Against | For       | Shareholder |
| 16 | Require Independent Board Chairman                             | Against | Against   | Shareholder |
| 17 | Prepare Employment Diversity Report                            | Against | For       | Shareholder |
| 18 | Reincorporate in Another State [from Delaware to North Dakota] | Against | Against   | Shareholder |

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 HSBC HOLDINGS PLC

Ticker: HSBA Security ID: 404280406  
 Meeting Date: MAY 28, 2010 Meeting Type: Annual  
 Record Date: MAR 30, 2010

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Accept Financial Statements and Statutory Reports                     | For     | For       | Management |
| 2  | Approve Remuneration Report   | For     | For       | Management |
| 3a | Re-elect Rona Fairhead as Director                                    | For     | For       | Management |
| 3b | Re-elect Michael Geoghegan as Director                                | For     | For       | Management |
| 3c | Re-elect Stephen Green as Director                                    | For     | For       | Management |
| 3d | Re-elect Gwyn Morgan as Director                                      | For     | For       | Management |
| 3e | Re-elect Nagavara Murthy as Director                                  | For     | For       | Management |
| 3f | Re-elect Simon Robertson as Director                                  | For     | For       | Management |
| 3g | Re-elect John Thornton as Director                                    | For     | For       | Management |
| 3h | Re-elect Sir Brian Williamson as Director                             | For     | For       | Management |
| 4  | Reappoint KPMG Audit plc as Auditors and Authorise Their Remuneration | For     | For       | Management |
| 5  | Authorise Issue of Equity with Pre-emptive Rights                     | For     | For       | Management |
| 6  | Authorise Issue of Equity without Pre-emptive Rights                  | For     | For       | Management |
| 7  | Amend Articles of Association   | For     | For       | Management |
| 8  | Approve UK Share Incentive Plan                                       | For     | For       | Management |
| 9  | Authorise the Company to Call EGM with Two Weeks' Notice              | For     | For       | Management |

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 INTERNATIONAL BUSINESS MACHINES CORPORATION

Ticker: IBM Security ID: 459200101  
 Meeting Date: APR 27, 2010 Meeting Type: Annual  
 Record Date: FEB 26, 2010

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1  | Elect Director A. J. P. Belda                          | For     | For       | Management  |
| 2  | Elect Director C. Black                                | For     | For       | Management  |
| 3  | Elect Director W. R. Brody                             | For     | For       | Management  |
| 4  | Elect Director K. I. Chenault                          | For     | For       | Management  |
| 5  | Elect Director M. L. Eskew                             | For     | For       | Management  |
| 6  | Elect Director S. A. Jackson                           | For     | For       | Management  |
| 7  | Elect Director A. N. Liveris                           | For     | For       | Management  |
| 8  | Elect Director W. J. McNerney, Jr.                     | For     | For       | Management  |
| 9  | Elect Director T. Nishimuro                            | For     | For       | Management  |
| 10 | Elect Director J. W. Owens                             | For     | For       | Management  |
| 11 | Elect Director S. J. Palmisano                         | For     | For       | Management  |
| 12 | Elect Director J. E. Spero                             | For     | For       | Management  |
| 13 | Elect Director S. Taurel                               | For     | For       | Management  |
| 14 | Elect Director L. H. Zambrano                          | For     | For       | Management  |
| 15 | Ratify Auditors  | For     | For       | Management  |
| 16 | Adopt Policy on Bonus Banking                          | Against | Against   | Shareholder |
| 17 | Provide for Cumulative Voting                          | Against | For       | Shareholder |
| 18 | Amend Articles/Bylaws/Charter -- Call Special Meetings | Against | For       | Shareholder |
| 19 | Advisory Vote to Ratify Named Executive                | Against | For       | Shareholder |

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## Officers' Compensation

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### JOHNSON & JOHNSON

Ticker: JNJ Security ID: 478160104  
 Meeting Date: APR 22, 2010 Meeting Type: Annual  
 Record Date: FEB 23, 2010

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1  | Elect Director Mary Sue Coleman                                | For     | For       | Management  |
| 2  | Elect Director James G. Culien                                 | For     | For       | Management  |
| 3  | Elect Director Michael M. E. Johns                             | For     | For       | Management  |
| 4  | Elect Director Susan L. Lindquist                              | For     | For       | Management  |
| 5  | Elect Director Anne M. Mulcahy                                 | For     | For       | Management  |
| 6  | Elect Director Lea F. Mullin                                   | For     | For       | Management  |
| 7  | Elect Director William D. Perez                                | For     | For       | Management  |
| 8  | Elect Director Charles Prince                                  | For     | For       | Management  |
| 9  | Elect Director David Satcher                                   | For     | For       | Management  |
| 10 | Elect Director William C. Welton                               | For     | For       | Management  |
| 11 | Ratify Auditors  | For     | For       | Management  |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For       | Shareholder |
| 13 | Amend Articles/Bylaws/Charter -- Call Special Meetings         | Against | For       | Shareholder |

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### JPMORGAN CHASE & CO.

Ticker: JPM Security ID: 46625H100  
 Meeting Date: MAY 18, 2010 Meeting Type: Annual  
 Record Date: MAR 19, 2010

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Crandall C. Bowles                              | For     | For       | Management  |
| 1.2  | Elect Director Stephen B. Burke                                | For     | For       | Management  |
| 1.3  | Elect Director David M. Cote                                   | For     | For       | Management  |
| 1.4  | Elect Director James S. Crown                                  | For     | For       | Management  |
| 1.5  | Elect Director James Dimon                                     | For     | For       | Management  |
| 1.6  | Elect Director Ellen V. Futter                                 | For     | For       | Management  |
| 1.7  | Elect Director William H. Gray, III                            | For     | For       | Management  |
| 1.8  | Elect Director Laban P. Jackson, Jr.                           | For     | For       | Management  |
| 1.9  | Elect Director David C. Novak                                  | For     | For       | Management  |
| 1.10 | Elect Director Lee R. Raymond                                  | For     | For       | Management  |
| 1.11 | Elect Director William C. Weldon                               | For     | For       | Management  |
| 2    | Ratify Auditors  | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 4    | Affirm Political Non-Partisanship                              | Against | Against   | Shareholder |
| 5    | Amend Bylaws-- Call Special Meetings                           | Against | For       | Shareholder |
| 6    | Report on Collateral in Derivatives Trading                    | Against | Against   | Shareholder |
| 7    | Provide Right to Act by Written Consent                        | Against | Against   | Shareholder |
| 8    | Require Independent Board Chairman                             | Against | For       | Shareholder |
| 9    | Report on Pay Disparity  | Against | Against   | Shareholder |
| 10   | Stock Retention/Holding Period                                 | Against | Against   | Shareholder |

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### MEAD JOHNSON NUTRITION COMPANY

Ticker: MJN Security ID: 582839106  
 Meeting Date: MAY 11, 2010 Meeting Type: Annual  
 Record Date: MAR 22, 2010

| #   | Proposal                                | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1.1 | Elect Director Stephen W. Golsby        | For     | For       | Management |
| 1.2 | Elect Director Dr. Steven M. Altschuler | For     | Withhold  | Management |
| 1.3 | Elect Director Howard B. Bernick        | For     | For       | Management |
| 1.4 | Elect Director James M. Cornelius       | For     | For       | Management |
| 1.5 | Elect Director Peter G. Ratcliffe       | For     | For       | Management |
| 1.6 | Elect Director Dr. Elliott Sigal        | For     | For       | Management |
| 1.7 | Elect Director Robert S. Singer         | For     | For       | Management |
| 1.8 | Elect Director Kimberly A. Casiano      | For     | For       | Management |
| 1.9 | Elect Director Anna C. Catalano         | For     | For       | Management |
| 2   | Amend Omnibus Stock Plan                | For     | For       | Management |
| 3   | Ratify Auditors                         | For     | For       | Management |

### MICROSOFT CORPORATION

Ticker: MSFT Security ID: 594918104  
 Meeting Date: NOV 19, 2009 Meeting Type: Annual  
 Record Date: SEP 4, 2009

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1  | Elect Director William H. Gates, III                           | For     | For       | Management  |
| 2  | Elect Director Steven A. Ballmer                               | For     | For       | Management  |
| 3  | Elect Director Dina Dublon                                     | For     | For       | Management  |
| 4  | Elect Director Raymond V. Gilmartin                            | For     | For       | Management  |
| 5  | Elect Director Reed Hastings                                   | For     | For       | Management  |
| 6  | Elect Director Maria Klawe                                     | For     | For       | Management  |
| 7  | Elect Director David F. Marquardt                              | For     | For       | Management  |
| 8  | Elect Director Charles H. Noski                                | For     | For       | Management  |
| 9  | Elect Director Helmut Panke                                    | For     | For       | Management  |
| 10 | Ratify Auditors  | For     | For       | Management  |
| 11 | Permit Right to Call Special Meeting                           | For     | For       | Management  |
| 12 | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 13 | Adopt Principles for Health Care Reform                        | Against | For       | Shareholder |
| 14 | Report on Charitable Contributions                             | Against | Against   | Shareholder |

### MITSUBISHI UFJ FINANCIAL GROUP

Ticker: 8306 Security ID: 606822104  
 Meeting Date: JUN 29, 2010 Meeting Type: Annual  
 Record Date: MAR 30, 2010

| #   | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-----|--|---------|-----------|------------|
| 1   | Approve Allocation of Income, with a Final Dividend of JPY 6 | For     | For       | Management |
| 2.1 | Elect Director Takamune Okihara                              | For     | For       | Management |
| 2.2 | Elect Director Kinya Okauchi                                 | For     | For       | Management |
| 2.3 | Elect Director Katsunori Nagayasu                            | For     | For       | Management |

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|      |                |                   |     |     |            |
|------|----------------|-------------------|-----|-----|------------|
| 2.4  | Elect Director | Kyouta Ohmori     | For | For | Management |
| 2.5  | Elect Director | Hiroshi Saitou    | For | For | Management |
| 2.6  | Elect Director | Nobushige Kamei   | For | For | Management |
| 2.7  | Elect Director | Masao Hasegawa    | For | For | Management |
| 2.8  | Elect Director | Fumiyuki Akikusa  | For | For | Management |
| 2.9  | Elect Director | Kazuo Takeuchi    | For | For | Management |
| 2.10 | Elect Director | Nobuyuki Hirano   | For | For | Management |
| 2.11 | Elect Director | Shunsuke Teraoka  | For | For | Management |
| 2.12 | Elect Director | Kaoru Wachi       | For | For | Management |
| 2.13 | Elect Director | Takashi Oyamada   | For | For | Management |
| 2.14 | Elect Director | Ryuuji Araki      | For | For | Management |
| 2.15 | Elect Director | Kazuhiro Watanabe | For | For | Management |
| 2.16 | Elect Director | Takuma Ohtoshi    | For | For | Management |

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NESTLE SA

Ticker: NESN Security ID: 641069406  
 Meeting Date: APR 15, 2010 Meeting Type: Annual  
 Record Date:

| #     | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|-------|--|---------|-----------|------------|
| 1.1   | Accept Financial Statements and Statutory Reports  | For     | For       | Management |
| 1.2   | Approve Remuneration Report  | For     | For       | Management |
| 2     | Approve Discharge of Board and Senior Management   | For     | For       | Management |
| 3     | Approve Allocation of Income and Dividends of CHF 1.60 per Share   | For     | For       | Management |
| 4.1.1 | Reelect Andre Kudelski as Director   | For     | For       | Management |
| 4.1.2 | Reelect Jean-Rene Fourtou as Director  | For     | For       | Management |
| 4.1.3 | Reelect Steven Hoch as Director  | For     | For       | Management |
| 4.1.4 | Reelect Peter Brabeck-Letmathe as Director   | For     | For       | Management |
| 4.2.1 | Elect Titia de Lange as Director   | For     | For       | Management |
| 4.2.2 | Elect Jean-Pierre Roth as Director   | For     | For       | Management |
| 4.3   | Ratify KPMG AG as Auditors   | For     | For       | Management |
| 5     | Approve CHF 18.5 Million Reduction in Share Capital via Cancellation of Repurchased Shares                         | For     | For       | Management |
| 6     | Amend Articles Re: Share Certificates due to New Swiss Federal Act on Intermediated Securities                     | For     | For       | Management |
| 7     | Mark the box at the right if you wish to give a Proxy to the independent representative, Mr. Jean-Ludovic Hartmann | None    | Against   | Management |

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NOKIA CORP.

Ticker: NOK1V Security ID: 654902204  
 Meeting Date: MAY 6, 2010 Meeting Type: Annual  
 Record Date: APR 26, 2010

| # | Proposal                     | Mgt Rec | Vote Cast | Sponsor    |
|---|------------------------------|---------|-----------|------------|
| 1 | Open Meeting                 | None    | None      | Management |
| 2 | Calling the Meeting to Order | None    | None      | Management |

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|    |   |      |      |            |
|----|---|------|------|------------|
| 3  | Designate Inspector or Shareholder Representative(s) of Minutes of Meeting  | None | None | Management |
| 4  | Acknowledge Proper Convening of Meeting   | None | None | Management |
| 5  | Prepare and Approve List of Shareholders  | None | None | Management |
| 6  | Receive Financial Statements and Statutory Reports, the Board's Report, and the Auditor's Report; Receive Review by the CEO   | None | None | Management |
| 7  | Accept Financial Statements and Statutory Reports   | For  | For  | Management |
| 8  | Approve Allocation of Income and Dividends of EUR 0.40 Per Share  | For  | For  | Management |
| 9  | Approve Discharge of Board and President  | For  | For  | Management |
| 10 | Approve Remuneration of Directors in the Amount of EUR 440,000 for Chairman, EUR 150,000 for Vice Chairman, and EUR 130,000 for Other Directors; Approve Remuneration for Committee Work          | For  | For  | Management |
| 11 | Fix Number of Directors at 10   | For  | For  | Management |
| 12 | Reelect Lalita Gupte, Bengt Holmstrom, Henning Kagermann, Olli-Pekka Kallasvuo, Per Karlsson, Isabel Marey-Semper, Jorma Ollila, Marjorie Scardino, Risto Siilasmaa, and Keijo Suila as Directors | For  | For  | Management |
| 13 | Approve Remuneration of Auditors  | For  | For  | Management |
| 14 | Ratify PricewaterhouseCoopers Oy as Auditors  | For  | For  | Management |
| 15 | Amend Articles Re: Amend Corporate Purpose; Amend Method of Convening General Meetings  | For  | For  | Management |
| 16 | Authorize Repurchase of up to 360 Million Issued Shares   | For  | For  | Management |
| 17 | Approve Issuance of up to 740 Million Shares without Preemptive Rights  | For  | For  | Management |
| 18 | Close Meeting   | None | None | Management |

NOMURA HOLDINGS INC.

Ticker: 8604 Security ID: 65535H208  
 Meeting Date: JUN 25, 2010 Meeting Type: Annual  
 Record Date: MAR 30, 2010

| #    | Proposal                           | Mgt Rec | Vote Cast | Sponsor    |
|------|------------------------------------|---------|-----------|------------|
| 1.1  | Elect Director Junichi Ujiie       | For     | For       | Management |
| 1.2  | Elect Director Kenichi Watanabe    | For     | For       | Management |
| 1.3  | Elect Director Takumi Shibata      | For     | For       | Management |
| 1.4  | Elect Director Masanori Itatani    | For     | For       | Management |
| 1.5  | Elect Director Masanori Nishimatsu | For     | For       | Management |
| 1.6  | Elect Director Haruo Tsuji         | For     | For       | Management |
| 1.7  | Elect Director Hajime Sawabe       | For     | For       | Management |
| 1.8  | Elect Director Tsuguoki Fujinuma   | For     | For       | Management |
| 1.9  | Elect Director Hideaki Kubori      | For     | For       | Management |
| 1.10 | Elect Director Masahiro Sakane     | For     | For       | Management |
| 1.11 | Elect Director Colin Marshall      | For     | For       | Management |
| 1.12 | Elect Director Clara Furse         | For     | For       | Management |

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NOVARTIS AG

Ticker: NOVN Security ID: 66987V109  
 Meeting Date: FEB 26, 2010 Meeting Type: Annual  
 Record Date:

| #   | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|-----|---|---------|-----------|------------|
| 1   | Accept Financial Statements and Statutory Reports, Including Remuneration Report        | For     | For       | Management |
| 2   | Approve Discharge of Board and Senior Management  | For     | For       | Management |
| 3   | Approve Allocation of Income and Dividends of CHF 2.10 per Share                        | For     | For       | Management |
| 4.1 | Amend Articles Re: Compliance with Swiss Federal Act on Intermediated Securites         | For     | For       | Management |
| 4.2 | Amend Articles Re: Introduction of a Consultative Resolution on the Remuneration System | For     | For       | Management |
| 5.1 | Reelect Marjorie M.T. Yang as Director  | For     | For       | Management |
| 5.2 | Reelect Daniel Vasella as Director  | For     | For       | Management |
| 5.3 | Reelect Hans-Joerg Rudloff as Director  | For     | For       | Management |
| 6   | Ratify PricewaterhouseCoopers as Auditors   | For     | For       | Management |
| 7   | Additional And/or Counter-proposals Presented At The Meeting                            | For     | Against   | Management |

ORACLE CORP.

Ticker: ORCL Security ID: 68389X105  
 Meeting Date: OCT 7, 2009 Meeting Type: Annual  
 Record Date: AUG 10, 2009

| #    | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|------|--|---------|-----------|-------------|
| 1.1  | Elect Director Jeffrey S. Berg                                 | For     | For       | Management  |
| 1.2  | Elect Director H. Raymond Bingham                              | For     | For       | Management  |
| 1.3  | Elect Director Michael J. Boskin                               | For     | For       | Management  |
| 1.4  | Elect Director Safra A. Catz                                   | For     | For       | Management  |
| 1.5  | Elect Director Bruce R. Chizen                                 | For     | For       | Management  |
| 1.6  | Elect Director George H. Conrades                              | For     | For       | Management  |
| 1.7  | Elect Director Lawrence J. Ellison                             | For     | For       | Management  |
| 1.8  | Elect Director Hector Garcia-Molina                            | For     | For       | Management  |
| 1.9  | Elect Director Jeffrey O. Henley                               | For     | For       | Management  |
| 1.10 | Elect Director Donald L. Lucas                                 | For     | For       | Management  |
| 1.11 | Elect Director Charles E. Phillips, Jr.                        | For     | For       | Management  |
| 1.12 | Elect Director Naomi O. Seligman                               | For     | For       | Management  |
| 2    | Approve Executive Incentive Bonus Plan                         | For     | For       | Management  |
| 3    | Ratify Auditors  | For     | For       | Management  |
| 4    | Amend Articles/Bylaws/Charter -- Call Special Meetings         | Against | For       | Shareholder |
| 5    | Advisory Vote to Ratify Named Executive Officers' Compensation | Against | For       | Shareholder |
| 6    | Stock Retention/Holding Period                                 | Against | For       | Shareholder |



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PFIZER INC.

Ticker: PFE Security ID: 717081103  
 Meeting Date: APR 22, 2010 Meeting Type: Annual  
 Record Date: FEB 23, 2010

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1  | Elect Director Dennis A. Ausiello                              | For     | For       | Management  |
| 2  | Elect Director Michael S. Brown                                | For     | For       | Management  |
| 3  | Elect Director M. Anthony Burns                                | For     | For       | Management  |
| 4  | Elect Director Robert N. Burt                                  | For     | For       | Management  |
| 5  | Elect Director W. Don Cornwell                                 | For     | For       | Management  |
| 6  | Elect Director Frances D. Fergusson                            | For     | For       | Management  |
| 7  | Elect Director William H. Gray III                             | For     | For       | Management  |
| 8  | Elect Director Constance J. Horner                             | For     | For       | Management  |
| 9  | Elect Director James M. Kilts                                  | For     | For       | Management  |
| 10 | Elect Director Jeffrey B. Kindler                              | For     | For       | Management  |
| 11 | Elect Director George A. Lorch                                 | For     | For       | Management  |
| 12 | Elect Director John P. Mascotte                                | For     | For       | Management  |
| 13 | Elect Director Suzanne Nora Johnson                            | For     | For       | Management  |
| 14 | Elect Director Stephen W. Sanger                               | For     | For       | Management  |
| 15 | Elect Director William C. Steere, Jr.                          | For     | For       | Management  |
| 16 | Ratify Auditors  | For     | For       | Management  |
| 17 | Advisory Vote to Ratify Named Executive Officers' Compensation | For     | For       | Management  |
| 18 | Provide Right to Call Special Meeting                          | For     | For       | Management  |
| 19 | Prohibit Executive Stock-Based Awards                          | Against | Against   | Shareholder |

SANOFI AVENTIS

Ticker: SAN Security ID: 80105N105  
 Meeting Date: MAY 17, 2010 Meeting Type: Annual/Special  
 Record Date: APR 7, 2010

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor    |
|----|--|---------|-----------|------------|
| 1  | Approve Financial Statements and Statutory Reports   | For     | For       | Management |
| 2  | Accept Consolidated Financial Statements and Statutory Reports                             | For     | For       | Management |
| 3  | Approve Allocation of Income and Dividends of EUR 2.40 per Share                           | For     | For       | Management |
| 4  | Receive Auditors' Special Report Mentioning the Absence of New Related-Party Transactions  | For     | For       | Management |
| 5  | Ratify Appointment of Serge Weinberg as Director   | For     | For       | Management |
| 6  | Elect Catherine Brechignac as Director   | For     | For       | Management |
| 7  | Reelect Robert Castaigne as Director   | For     | For       | Management |
| 8  | Reelect Lord Douro as Director   | For     | For       | Management |
| 9  | Reelect Christian Mulliez as Director  | For     | For       | Management |
| 10 | Reelect Christopher Viehbacher as Director   | For     | For       | Management |
| 11 | Authorize Repurchase of Up to 10 Percent of Issued Share Capital                           | For     | For       | Management |
| 12 | Amend Articles 11 of Bylaws Re: Shareholding Requirements and Length of Term for Directors | For     | For       | Management |

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13 Authorize Filing of Required Documents/Other Formalities For For Management

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TOTAL SA

Ticker: FP Security ID: 89151E109  
Meeting Date: MAY 21, 2010 Meeting Type: Annual/Special  
Record Date: APR 13, 2010

| #  | Proposal   | Mgt Rec | Vote Cast | Sponsor     |
|----|--|---------|-----------|-------------|
| 1  | Approve Financial Statements and Statutory Reports   | For     | For       | Management  |
| 2  | Accept Consolidated Financial Statements and Statutory Reports   | For     | For       | Management  |
| 3  | Approve Allocation of Income and Dividends of EUR 2.28 per Share   | For     | For       | Management  |
| 4  | Approve Auditors' Special Report Regarding Related-Party Transactions  | For     | For       | Management  |
| 5  | Approve Transaction with Christophe de Margerie Re: Severance Payment  | For     | Against   | Management  |
| 6  | Authorize Repurchase of Up to 10 Percent of Issued Share Capital   | For     | For       | Management  |
| 7  | Reelect Thierry Desmarest as Director  | For     | For       | Management  |
| 8  | Reelect Thierry de Rudder as Director  | For     | For       | Management  |
| 9  | Elect Gunnar Brock as Director   | For     | For       | Management  |
| 10 | Elect Claude Clement as Representative of Employee Shareholders to the Board   | For     | For       | Management  |
| 11 | Elect Philippe Marchandise as Representative of Employee Shareholders to the Board   | Against | For       | Management  |
| 12 | Elect Mohammed Zaki as Representative of Employee Shareholders to the Board  | Against | For       | Management  |
| 13 | Reelect Ernst & Young Audit as Auditor   | For     | For       | Management  |
| 14 | Reelect KPMG Audit as Auditor  | For     | For       | Management  |
| 15 | Ratify Auditex as Alternate Auditor  | For     | For       | Management  |
| 16 | Ratify KPMG Audit I.S. as Alternate Auditor  | For     | For       | Management  |
| 17 | Authorize Issuance of Equity or Equity-Linked Securities with Preemptive Rights up to Aggregate Nominal Amount of EUR 2.5 Billion    | For     | For       | Management  |
| 18 | Authorize Issuance of Equity or Equity-Linked Securities without Preemptive Rights up to Aggregate Nominal Amount of EUR 850 million | For     | For       | Management  |
| 19 | Authorize Capital Increase of up to 10 Percent of Issued Capital for Future Acquisitions   | For     | For       | Management  |
| 20 | Approve Employee Stock Purchase Plan   | For     | For       | Management  |
| 21 | Authorize up to 0.1 Percent of Issued Capital for Use in Stock Option Plan   | For     | For       | Management  |
| A  | Amend Article 9 of Bylaws Re: Mutual Fund  | Against | Against   | Shareholder |

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UBS AG \*

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Ticker: UBSN Security ID: H89231338  
 Meeting Date: APR 14, 2010 Meeting Type: Annual  
 Record Date:

| #    | Proposal   | Mgt Rec | Vote Cast    | Sponsor    |
|------|--|---------|--------------|------------|
| 1.1  | Accept Financial Statements and Statutory Reports  | For     | Did Not Vote | Management |
| 1.2  | Approve Remuneration Report  | For     | Did Not Vote | Management |
| 2    | Approve Treatment of Net Loss  | For     | Did Not Vote | Management |
| 3.1  | Approve Discharge of Board and Senior Management for Fiscal 2009   | For     | Did Not Vote | Management |
| 3.2  | Approve Discharge of Board and Senior Management for Fiscal 2008   | For     | Did Not Vote | Management |
| 3.3  | Approve Discharge of Board and Senior Management for Fiscal 2007   | For     | Did Not Vote | Management |
| 4    | Amend Articles Re: Share Certificates due to New Swiss Federal Act on Intermediated Securities   | For     | Did Not Vote | Management |
| 5.1a | Reelect Kaspar Villiger as Director  | For     | Did Not Vote | Management |
| 5.1b | Reelect Sally Bott as Director   | For     | Did Not Vote | Management |
| 5.1c | Reelect Michel Demare as Director  | For     | Did Not Vote | Management |
| 5.1d | Reelect Rainer-Marc Frey as Director   | For     | Did Not Vote | Management |
| 5.1e | Reelect Bruno Gehrig as Director   | For     | Did Not Vote | Management |
| 5.1f | Reelect Ann Godbehere as Director  | For     | Did Not Vote | Management |
| 5.1g | Reelect Axel Lehmann as Director   | For     | Did Not Vote | Management |
| 5.1h | Reelect Helmut Panke as Director   | For     | Did Not Vote | Management |
| 5.1i | Reelect William Parrett as Director  | For     | Did Not Vote | Management |
| 5.1j | Reelect David Sidwell as Director  | For     | Did Not Vote | Management |
| 5.2  | Elect Wolfgang Mayrhuber as Director   | For     | Did Not Vote | Management |
| 5.3  | Ratify Ernst & Young AG as Auditors  | For     | Did Not Vote | Management |
| 6    | Approve Creation of CHF 38 Million Pool of Capital for Issuance of Convertible Bonds and/or Bonds with Warrants Attached without Preemptive Rights | For     | Did Not Vote | Management |

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### UNITED TECHNOLOGIES CORPORATION

Ticker: UTX Security ID: 913017109  
 Meeting Date: APR 14, 2010 Meeting Type: Annual  
 Record Date: FEB 16, 2010

| #    | Proposal                                  | Mgt Rec | Vote Cast | Sponsor     |
|------|---|---------|-----------|-------------|
| 1.1  | Elect Director Louis R. Chenevert         | For     | For       | Management  |
| 1.2  | Elect Director John V. Faraci             | For     | For       | Management  |
| 1.3  | Elect Director Jean-Pierre Garnier, Ph.D. | For     | For       | Management  |
| 1.4  | Elect Director Jamie S. Gorelick          | For     | For       | Management  |
| 1.5  | Elect Director Carlos M. Gutierrez        | For     | For       | Management  |
| 1.6  | Elect Director Edward A. Kangas           | For     | For       | Management  |
| 1.7  | Elect Director Charles R. Lee             | For     | For       | Management  |
| 1.8  | Elect Director Richard D. McCormick       | For     | For       | Management  |
| 1.9  | Elect Director Harold McGraw, III         | For     | For       | Management  |
| 1.10 | Elect Director Richard B. Myers           | For     | For       | Management  |
| 1.11 | Elect Director H. Patrick Swygart         | For     | For       | Management  |
| 1.12 | Elect Director Andre Villeneuve           | For     | For       | Management  |
| 1.13 | Elect Director Christine Todd Whitman     | For     | For       | Management  |
| 2    | Ratify Auditors                           | For     | For       | Management  |
| 3    | Advisory Vote to Ratify Named Executive   | Against | For       | Shareholder |

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## Officers' Compensation

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VODAFONE GROUP PLC

Ticker: VOD Security ID: 92857W209  
 Meeting Date: JUL 28, 2009 Meeting Type: Annual  
 Record Date: JUN 1, 2009

| #  | Proposal  | Mgt Rec | Vote Cast | Sponsor    |
|----|---|---------|-----------|------------|
| 1  | Accept Financial Statements and Statutory Reports   | For     | For       | Management |
| 2  | Re-elect Sir John Bond as Director  | For     | For       | Management |
| 3  | Re-elect John Buchanan as Director  | For     | For       | Management |
| 4  | Re-elect Vittorio Colao as Director   | For     | For       | Management |
| 5  | Elect Michel Combes as Director   | For     | For       | Management |
| 6  | Re-elect Andy Halford as Director   | For     | For       | Management |
| 7  | Re-elect Alan Jebson as Director  | For     | For       | Management |
| 8  | Elect Samuel Jonah as Director  | For     | For       | Management |
| 9  | Re-elect Nick Land as Director  | For     | For       | Management |
| 10 | Re-elect Anne Lauvergeon as Director  | For     | For       | Management |
| 11 | Re-elect Simon Murray as Director   | For     | For       | Management |
| 12 | Elect Stephen Pusey as Director   | For     | For       | Management |
| 13 | Re-elect Luc Vandavelde as Director   | For     | For       | Management |
| 14 | Re-elect Anthony Watson as Director   | For     | For       | Management |
| 15 | Re-elect Philip Yea as Director   | For     | For       | Management |
| 16 | Approve Final Dividend of 5.20 Pence Per Ordinary Share   | For     | For       | Management |
| 17 | Approve Remuneration Report   | For     | For       | Management |
| 18 | Reappoint Deloitte LLP as Auditors of the Company   | For     | For       | Management |
| 19 | Authorise the Audit Committee to Fix Remuneration of Auditors   | For     | For       | Management |
| 20 | Authorise Issue of Equity or Equity-Linked Securities with Pre-emptive Rights up to Aggregate Nominal Amount of USD 1,193,532,658   | For     | For       | Management |
| 21 | Subject to the Passing of Resolution 20, Authorise Issue of Equity or Equity-Linked Securities without Pre-emptive Rights up to Aggregate Nominal Amount of USD 330,323,367 | For     | For       | Management |
| 22 | Authorise 5,200,000,000 Ordinary Shares for Market Purchase   | For     | For       | Management |
| 23 | Adopt New Articles of Association   | For     | For       | Management |
| 24 | Approve That a General Meeting Other Than an Annual General Meeting May Be Called on Not Less Than 14 Clear Days' Notice  | For     | For       | Management |

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WYETH

Ticker: WYE Security ID: 983024100  
 Meeting Date: JUL 20, 2009 Meeting Type: Annual  
 Record Date: JUN 5, 2009

| # | Proposal | Mgt Rec | Vote Cast | Sponsor |
|---|----------|---------|-----------|---------|
|---|----------|---------|-----------|---------|

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|      |   |         |         |             |
|------|---|---------|---------|-------------|
| 1    | Approve Merger Agreement                                  | For     | For     | Management  |
| 2    | Adjourn Meeting   | For     | Against | Management  |
| 3.1  | Elect Director Robert M. Amen                             | For     | For     | Management  |
| 3.2  | Elect Director Michael J. Critelli                        | For     | For     | Management  |
| 3.3  | Elect Director Frances D. Fergusson                       | For     | For     | Management  |
| 3.4  | Elect Director Victor F. Ganzi                            | For     | For     | Management  |
| 3.5  | Elect Director Robert Langer                              | For     | For     | Management  |
| 3.6  | Elect Director John P. Mascotte                           | For     | For     | Management  |
| 3.7  | Elect Director Raymond J. McGuire                         | For     | For     | Management  |
| 3.8  | Elect Director Mary Lake Polan                            | For     | For     | Management  |
| 3.9  | Elect Director Bernard Poussot                            | For     | For     | Management  |
| 3.10 | Elect Director Gary L. Rogers                             | For     | For     | Management  |
| 3.11 | Elect Director John R. Torell III                         | For     | For     | Management  |
| 4    | Ratify Auditors   | For     | For     | Management  |
| 5    | Report on Political Contributions                         | Against | For     | Shareholder |
| 6    | Amend Articles/Bylaws/Charter -- Call<br>Special Meetings | Against | For     | Shareholder |

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END NPX REPORT

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the Registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

LAZARD GLOBAL TOTAL RETURN AND INCOME FUND, INC.

By: /s/ Charles Carroll  
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Charles Carroll  
Chief Executive Officer

Date: August 9, 2010

Pursuant to the requirements of the Investment Company Act of 1940, this Report has been signed below by the principal executive officer on behalf of the Registrant on the date indicated.

By: /s/ Charles Carroll  
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Charles Carroll  
Chief Executive Officer

Date: August 9, 2010