

HITACHI LTD
Form 6-K
May 31, 2011
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FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of May 2011

Commission File Number 1-8320

Hitachi, Ltd.

(Translation of registrant's name into English)

6-6, Marunouchi 1-chome, Chiyoda-ku, Tokyo 100-8280, Japan

(Address of principal executive offices)

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Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

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This report on Form 6-K contains the following:

1. Translation of Notice of the 142nd Ordinary General Meeting of Shareholders
2. Press release dated May 31, 2011 regarding schedule for transfer of Hitachi's hard disk drive business to Western Digital

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SIGNATURES

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

Hitachi, Ltd.
(Registrant)

Date May 31, 2011

By /s/ Toshiaki Kuzuoka
Toshiaki Kuzuoka
Senior Vice President and Executive Officer

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(Translation)

Hitachi, Ltd.

6-6, Marunouchi 1-chome

Chiyoda-ku, Tokyo

May 25, 2011

Notice of the 142nd Ordinary General Meeting of Shareholders

Dear Shareholders:

We would like to extend our sincerest sympathy to people suffering from the damage caused by the Great East Japan Earthquake.

You are cordially invited to attend the 142nd Ordinary General Meeting of Shareholders of Hitachi, Ltd. (local code: 6501; the Company) to be held as follows:

In the event you are not able to attend, it is requested that you review the Reference Documentation for Ordinary General Meeting of Shareholders on pages 3 through 13 and exercise your voting rights by 5 p.m. of June 23, 2011 (Thursday), as it is possible to exercise your voting rights in writing, via the Internet or by other means.

- 1. Date** **Friday, June 24, 2011 at 10:00 a.m.**
- 2. Location** **Tokyo Dome City Hall (East side of Tokyo Dome Hotel)**

3-61, Koraku 1-chome, Bunkyo-ku, Tokyo

3. Agenda
Reporting Matter

Report on the Business Report, Financial Statements, and Consolidated Financial Statements for the 142nd Business Term (from April 1, 2010 to March 31, 2011), and the results of the audit on the Consolidated Financial Statements by the Accounting Auditors and the Audit Committee

Matters to Be Resolved

<Company Proposal>

Item No. 1 Election of 13 Directors due to expiration of the term of office of all Directors
<Shareholder Proposal>

Item No. 2 Removal of 1 Director

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4. Matters Concerning Exercise of Voting Rights

- (1) In exercising your voting rights in writing, you will be deemed to have approved the Company's proposal and have opposed the shareholder's proposal, should no indication is made on the voting form of whether you approve or disapprove the agenda item.
- (2) Should you exercise your voting rights via the Internet, your vote via the Internet will be deemed to be the official indication of your intent, even if you mail your voting form.
- (3) You may appoint only one proxy who exercises your voting rights on your behalf; provided, however, that such proxy must be a shareholder of the Company entitled to vote. In so doing, a document certifying the power of representation is required to be submitted to the Company.

Very truly yours,

Hiroaki Nakanishi
President and Director

When attending the Ordinary General Meeting of Shareholders, you are requested to submit the enclosed voting right card at the reception desk.

Business Report, Financial Statements, Consolidated Financial Statements and the audit report thereof are stated in Report on the 142nd Business Term. However, part of the aforementioned documents shall be provided to the shareholders for their review by posting on the Company's website (<http://www.hitachi.co.jp/smeet/index.html>) instead, subject to the provisions of the Articles of Incorporation of the Company as well as the relevant laws and regulations.

This notice and Report on the 142nd Business Term are also posted on the same Company's website.

In the event the Business Report, Financial Statements, Consolidated Financial Statements or Reference Documents for the Ordinary General Meeting of Shareholders need to be modified in the period from the dispatch of this notice to the preceding day of the Ordinary General Meeting, the Company will post such modification on its website as above.

On the day of the meeting, the Company's officers and attendants will adopt the Cool Biz style (no tie and no jacket) in order to cooperate in conserving electricity. We appreciate your understanding, and would also appreciate it if you would cooperate with us in saving electricity by coming to the meeting wearing light clothing. Furthermore, please note that no gifts for attendants will be provided.

Table of Contents***Reference Documentation*****<Company Proposal>****Item No. 1 Election of 13 Directors due to expiration of the term of office of all Directors**

Due to expiration at the close of this Meeting of the term of office of all the present Directors, it is proposed that 13 Directors be elected. The nominees are as follows:

No.	Name (Date of Birth)	Position and Responsibilities at the Company, and Other Principal Positions Held		Brief Biography	Share Ownership Shares
1	Takashi Kawamura (Dec. 19, 1939)	Chairman of the Board, Hitachi, Ltd. (Nominating Committee (Chair))	4/1962	Joined Hitachi, Ltd.	
			6/1995	Director	
			6/1997	Executive Managing Director	
			4/1999	Executive Vice President and Representative Director	
			4/2003	Director (Retired in June 2007)	
			6/2003	Chairman of the Board and Representative Executive Officer, Hitachi Software Engineering Co., Ltd.	
			6/2005	Chairman of the Board, Hitachi Plant Engineering & Construction Co., Ltd. (Retired in June 2009)	
			6/2006	Chairman of the Board, Hitachi Software Engineering Co., Ltd. (Retired in June 2007)	
			6/2007	Chairman of the Board, Hitachi Maxell, Ltd. (Retired in June 2009)	
			4/2009	Representative Executive Officer, Chairman, President and Chief Executive Officer, Hitachi, Ltd.	
			6/2009	Representative Executive Officer, Chairman, President and Chief Executive Officer and Director, Hitachi, Ltd.	
			4/2010	Representative Executive Officer, Chairman and Director, Hitachi, Ltd.	
			4/2011	Chairman of the Board, Hitachi, Ltd. (currently in office)	153,720
	[Reason for selection as director nominee]				

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Mr. Kawamura has rich experience and a proven performance record, having been engaged in business management in a broad range of fields, including power systems business and software, both at the Company and at Group companies. He has been engaged in the management of the Company since April 2009 as Chairman, President and Chief Executive Officer, and as Chairman since April 2010. Mr. Kawamura was selected as a director nominee, since he can be expected to draw on his rich experience to reinforce supervisory function of the Board of Directors by supervising the execution of duties by Executive Officers and others.

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No.	Name (Date of Birth)	Position and Responsibilities at the Company, and Other		Share Ownership Shares	
		Principal Positions Held	Brief Biography		
2	Yoshie Ota (Sep. 1, 1942)	Director, Hitachi, Ltd.	4/1966	Joined Ministry of Labour	22,000
		(Member of Nominating Committee and Audit Committee)	12/1991	Vice Governor of Ishikawa Prefecture	
			7/1994	Director-General, Minister's Secretariat, Ministry of Labour	
		Corporate Auditor, Takara Holdings Inc.	6/1995	Director-General, Women's Bureau, Ministry of Labour	
			7/1998	Chairman, Japan Institute of Workers Evolution	
			7/2005	Advisor, Japan Institute of Workers Evolution (Retired in March 2010)	
		Representative Director, Kabushiki Kaisha Kokusai Kenshu Service (Retired in October 2007)			
		6/2007	Director, Hitachi, Ltd. (currently in office)		
	[Reason for selection as outside director nominee]				
	Ms. Ota was selected as an outside director nominee, since she can be expected to reinforce the functional aspects of the Company's Board of Directors by supervising the execution of duties by Executive Officers and others from an independent perspective based on her diverse experience and insight in such areas as public administration.				
	It has been four years since she assumed office as the Company's outside Director.				
3	Mitsuo Ohashi (Jan. 18, 1936)	Director, Hitachi, Ltd.	3/1959	Joined the Mitsui Bank Limited	29,000
		(Member of Nominating Committee)	12/1961	Joined Showa Denko	
			3/1989	Director, Showa Denko	
		Advisor, Showa Denko K.K. (Showa Denko)	3/1993	Managing Director, Showa Denko	
			3/1995	Senior Managing Director, Showa Denko	
			3/1997	President (CEO) and Representative Director, Showa Denko	
		Director, Mizuho Financial Group, Inc.			
			1/2005	Chairman of the Board of Directors and Representative Director, Showa Denko	
			3/2007	Chairman of the Board, Showa Denko	
			6/2007	Director, Hitachi, Ltd. (currently in office)	
		3/2010	Advisor, Showa Denko (currently in office)		

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Statutory Auditor, Fukoku Mutual
Life Insurance Company

[Reason for selection as outside director nominee]

Mr. Ohashi was selected as an outside director nominee, since he can be expected to reinforce the functional aspects of the Company's Board of Directors by supervising the execution of duties by Executive Officers and others from an independent perspective based on his rich experience and insight as the top executive of a major global company.

It has been four years since he assumed office as the Company's outside Director.

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No.	Name (Date of Birth)	Position and Responsibilities at the Company, and Other		Share Ownership Shares
		Principal Positions Held	Brief Biography	
4	Nobuo Katsumata (Dec. 5, 1942)	Chairman, Member of the Board, Marubeni Corporation	4/1966 Joined Marubeni-Iida Co., LTD. (current Marubeni Corporation)	0
			6/1996 Director, Marubeni Corporation	
		Director, Sapporo Holdings Limited	4/1999 Representative Director, Corporate Vice President, Director, Marubeni Corporation	
		Director, Yokogawa Electric Corporation	4/2001 Representative Director, Senior Vice President, Director, Marubeni Corporation	
			4/2003 Representative Director, President and CEO, Member of the Board, Marubeni Corporation	
		4/2008 Chairman, Member of the Board, Marubeni Corporation (currently in office)		
	[Reason for selection as outside director nominee]			
	Mr. Katsumata was newly selected as an outside director nominee, since he can be expected to reinforce the functional aspects of the Company's Board of Directors by supervising the execution of duties by Executive Officers and others from an independent perspective based on his rich experience and insight as the top executive of a major global company.			
5	Tohru Motobayashi (Jan. 5, 1938)	Director, Hitachi, Ltd.	4/1963 Member of the Tokyo Bar Association	Shares 40,750
		(Member of Nominating Committee and Compensation Committee)	7/1971 Partner, Mori Sogo Law Offices	
			4/2002 President of the Japan Federation of Bar Associations (Retired in March 2004)	
		Attorney at Law	6/2006 Director, Hitachi, Ltd. (currently in office)	
			4/2008 Partner, Ihara and Motobayashi (currently in office)	
	Corporate Auditor, Nippon Telegraph and Telephone Corporation			
	Corporate Auditor, Sumitomo Life Insurance Company			
	[Reason for selection as outside director nominee]			

Mr. Motobayashi was selected as an outside director nominee, since he can be expected to reinforce the functional aspects of the Company's Board of Directors by supervising the execution of duties by Executive Officers and others from an independent perspective based on his rich experience and insight as a legal expert.

Although Mr. Motobayashi has not been engaged in the management of companies in the past outside of his capacities as an outside director, the Company has determined that he will be able to perform his duties as an outside director appropriately, since he is well versed in the practical applications of business law, including corporate governance and the establishment of compliance structures.

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It has been five years since he assumed office as the Company's outside Director.

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No.	Name (Date of Birth)	Position and Responsibilities at the Company, and Other		Share Ownership Shares	
		Principal Positions Held	Brief Biography		
6	Isao Ono (May 23, 1944)	Director, Hitachi, Ltd.	4/1968	Joined Hitachi, Ltd.	121,000
			6/2002	Senior Vice President and Director	
		Chairman of the Board, Hitachi Solutions, Ltd.	6/2003	Senior Vice President and Executive Officer	
			4/2004	Representative Executive Officer, Executive Vice President and Executive Officer (Retired in March 2006)	
			6/2006	Representative Executive Officer, President, Chief Executive Officer and Director, Hitachi Software Engineering Co., Ltd. (current Hitachi Solutions, Ltd.)	
			4/2010	Chairman of the Board, Hitachi Software Engineering Co., Ltd. (currently in office)	
			6/2010	Director, Hitachi, Ltd. (currently in office)	
	[Reason for selection as director nominee]				
	Mr. Ono has rich experience and a proven performance record in the field of information and telecommunication systems business, having been engaged in the management thereof for many years at the Company and a Group company. Mr. Ono was selected as a director nominee, since he can be expected to reinforce the decision-making and supervisory functions of the Board of Directors by participating in the determination of Group management policies and the supervision of the execution of duties by Executive Officers and others based on his experience and performance record.				
7	Sir Stephen Gomersall (Jan. 17, 1948)	Chairman of the Board, Hitachi Europe Ltd.	9/1970	Joined U.K. Foreign and Commonwealth Office	Shares
			4/1994	Deputy Permanent Representative to the United Nations	6,000
			7/1999	British Ambassador to Japan (Retired in July 2004)	
			10/2004	Joined Hitachi, Ltd.	
			11/2005	Chairman of the Board, Hitachi Europe Ltd. (currently in office)	
			10/2006	Senior Vice President and Executive Officer, Hitachi, Ltd. (Retired in March 2011)	
	[Reason for selection as director nominee]				
	Sir Stephen Gomersall has rich experience and insight in the area of diplomacy, and after joining the Company, he has been engaged in the management in Europe, an important region for the Group's business strategies. Mr. Gomersall was selected as a director nominee, since he can be expected to reinforce the decision-making and supervisory functions of the Company's Board of Directors by reflecting his global viewpoint to the Board of Directors, through his continuous presence in Europe.				

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No.	Name (Date of Birth)	Position and Responsibilities at the Company, and Other Principal Positions Held	Brief Biography	Share Ownership Shares
8	Tadamichi Sakiyama (Jun. 13, 1941)	Director, Hitachi, Ltd. (Standing Member (Chair) of Audit Committee)	4/1964 Joined Hitachi, Ltd. 6/1994 General Manager of Accounting Department 4/1999 General Manager of Internal Auditing Office 6/2001 Board Director, Senior Vice President, Hitachi Construction Machinery Co., Ltd. (Hitachi Construction Machinery) 4/2003 Executive Vice President and Representative Director, Hitachi Construction Machinery 6/2003 Representative Executive Officer, Executive Vice President, Executive Officer and Director, Hitachi Construction Machinery 4/2006 Director, Hitachi Construction Machinery 6/2006 Director, Hitachi, Ltd. 6/2009 Board Director (Chair), Hitachi, Ltd. 4/2011 Director, Hitachi, Ltd. (currently in office)	47,000

[Reason for selection as director nominee]

Mr. Sakiyama has rich experience and a proven performance record, having been engaged in accounting, financial affairs, management auditing and other fields at the Company and a Group Company. Mr. Sakiyama was selected as a director nominee, since he can be expected to reinforce the supervisory function of the Board of Directors by supervising the execution of duties by Executive Officers and others based on his rich experience and performance record.

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No.	Name (Date of Birth)	Position and Responsibilities at the Company, and Other		Share Ownership Shares	
		Principal Positions Held	Brief Biography		
9	Masaharu Sumikawa (Jul. 2, 1943)	Director, Hitachi, Ltd.	4/1972	Joined Hitachi, Ltd.	47,000
			6/2002	Senior Vice President and Director	
		Chairman of the Board, Hitachi Plant Technologies, Ltd. (Hitachi Plant Technologies)	6/2003	Senior Vice President and Executive Officer	
			2/2004	Executive Officer	
			10/2004	Representative Executive Officer, Executive Vice President and Executive Officer (Retired in March 2006)	
			4/2006	Representative Executive Officer, President and Chief Executive Officer and Director, Hitachi Plant Technologies	
			4/2010	Chairman of the Board and Representative Executive Officer, Hitachi Plant Technologies	
			6/2010	Chairman of the Board, Hitachi Plant Technologies (currently in office)	
				Director, Hitachi, Ltd. (currently in office)	

[Reason for selection as director nominee]

Mr. Sumikawa has rich experience and a proven performance record in the fields of power systems business and social infrastructure & industrial systems business, having been engaged in the management thereof for many years at the Company and a Group company. Mr. Sumikawa was selected as a director nominee, since he can be expected to reinforce the decision-making and supervisory functions of the Board of Directors by participating in the determination of Group management policies and the supervision of the execution of duties by Executive Officers and others based on his experience and performance record.

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No.	Name (Date of Birth)	Position and Responsibilities at the Company, and Other		Share Ownership Shares
		Principal Positions Held	Brief Biography	
10	Hiroaki Nakanishi (Mar. 14, 1946)	Representative Executive Officer, President and Director, Hitachi, Ltd.	4/1970 Joined Hitachi, Ltd.	72,000
			6/2003 Vice President and Executive Officer	
		(Compensation Committee (Chair))	4/2004 Senior Vice President and Executive Officer	
			6/2005 Chairman and Chief Executive Officer, Hitachi Global Storage Technologies, Inc. (Retired as CEO in March 2009)	
			4/2006 Executive Vice President and Executive Officer, Hitachi, Ltd. (Retired in December 2006)	
			4/2009 Representative Executive Officer, Executive Vice President and Executive Officer, Hitachi, Ltd.	
			Chairman of the Board, Hitachi Global Storage Technologies, Inc. (Retired in March 2010)	
			4/2010 Representative Executive Officer and President, Hitachi, Ltd.	
			6/2010 Representative Executive Officer, President and Director, Hitachi, Ltd. (currently in office)	
			[Reason for selection as director nominee]	
	Mr. Nakanishi has rich experience and a proven performance record, having been engaged in business management in the fields of information & telecommunication systems business, social infrastructure business and hard disk drives business, both at the Company and at overseas subsidiaries, as well as in the promotion of the Group's global business development. He has been engaged in the management of the Company since April 2010 as President, concurrently serving as Director since June 2010. Mr. Nakanishi was selected as a director nominee, since he can be expected to continue to promote information sharing and draw on his rich experience and performance record to reinforce the decision-making function of the Board of Directors as a member of the Board.			
11	Michiharu Nakamura (Sep. 9, 1942)	Director, Hitachi, Ltd.	4/1967 Joined Hitachi, Ltd.	107,000
		(Standing Member of Audit Committee)	8/1992 General Manager of Central Research Laboratory	
			4/2001 General Manager of Research and Development Group	
			6/2003 Senior Vice President and Executive Officer	
			4/2004 Representative Executive Officer, Executive Vice President and Executive Officer	
		4/2007 Fellow		

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6/2008 Director (currently in office)

[Reason for selection as director nominee]

Mr. Nakamura has rich experience and a proven performance record in the areas of new business development and research & development, having led and supervised the research & development department of the Company for many years. Mr. Nakamura was selected as a director nominee, since he can be expected to draw on his rich experience and performance record to reinforce supervisory function of the Board of Directors by supervising the execution of duties by Executive Officers and others.

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No.	Name (Date of Birth)	Position and Responsibilities at the Company, and Other		Share Ownership Shares
		Principal Positions Held	Brief Biography	
12	Takashi Hatchoji (Jan. 27, 1947)	Chairman of the Board, Hitachi America, Ltd.	4/1970 Joined Hitachi, Ltd.	67,000
			6/2003 Vice President and Executive Officer	
			4/2004 Senior Vice President and Executive Officer	
			4/2006 Representative Executive Officer, Executive Vice President and Executive Officer (Retired in March 2007)	
			6/2007 President and Representative Director, Hitachi Research Institute, Ltd.	
			4/2009 Representative Executive Officer, Executive Vice President and Executive Officer, Hitachi, Ltd.	
		4/2011 Chairman of the Board, Hitachi America, Ltd. (currently in office)		

[Reason for selection as director nominee]

Mr. Hatchoji has rich experience and a proven performance record, having been engaged in corporate planning and environmental strategies at the Company for many years. Mr. Hatchoji was selected as a director nominee, since he can be expected to reinforce the decision-making and supervisory functions of the Company's Board of Directors by reflecting his global viewpoint to the Board of Directors, through his presence in Americas, an important region for the Group's business strategies.

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No.	Name (Date of Birth)	Position and Responsibilities at the Company, and Other		Share Ownership Shares
		Principal Positions Held	Brief Biography	
13	Takashi Miyoshi (Sep. 25, 1947)	Representative Executive Officer, Executive Vice President and Executive Officer and Director, Hitachi, Ltd.		
		Chairman of the Board, Hitachi Construction Machinery	4/1970	Joined Hitachi, Ltd.
			4/2003	General Manager, Finance
			6/2003	Executive Officer
			4/2004	Senior Vice President and Executive Officer
			6/2004	Senior Vice President and Executive Officer and Director
			4/2006	Representative Executive Officer, Executive Vice President and Executive Officer and Director
			4/2007	Director (Retired in June 2007)
			6/2007	Chairman of the Board, Hitachi Global Storage Technologies, Inc.
			4/2008	Executive Vice President and Executive Officer, Hitachi Systems & Services, Ltd.
			6/2008	Representative Executive Officer, President, Chief Executive Officer and Director, Hitachi Systems & Services, Ltd.
			4/2009	Representative Executive Officer, Executive Vice President and Executive Officer, Hitachi, Ltd.
			6/2009	Representative Executive Officer, Executive Vice President and Executive Officer and Director, Hitachi, Ltd. (currently in office)
	[Reason for selection as director nominee]			

Mr. Miyoshi has rich experience and a proven performance record, having been engaged in operations in such areas as accounting and financial affairs and management at the Company and Group companies. He has been executing duties as Executive Vice President of the Company since April 2009. Mr. Miyoshi was selected as a director nominee, since he can be expected to draw on his rich experience and performance record to continue to perform duties from a wide perspective, ranging from supervision to execution of duties, as a member of the Board.

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- Notes:
1. Ms. Yoshie Ota, Messrs. Mitsuo Ohashi, Nobuo Katsumata and Tohru Motobayashi are nominees who fulfill the qualification requirements to be outside director nominees as provided for in Article 2, Paragraph 3, Item 7 of the Enforcement Regulations of the Companies Act.
 2. The Company maintains a limited liability agreement (hereinafter referred to as Agreement) stipulated in Article 427, Paragraph 1 of the Companies Act with Ms. Yoshie Ota and Messrs. Mitsuo Ohashi and Tohru Motobayashi. The general intent of the Agreement is to limit the liability of outside Directors to the aggregate amount of the sums stipulated in each item under Article 425, Paragraph 1 of the Companies Act, and the Agreement will be extended should the aforementioned individuals be reappointed at this Meeting. Should Mr. Nobuo Katsumata be appointed, the Company will enter into the same agreement with him.
 3. In the event this agenda is approved, the members and the chair of the committees are expected to be as follows:

Nominating Committee	Takashi Kawamura (Chair), Yoshie Ota, Mitsuo Ohashi, Tohru Motobayashi
Audit Committee	Tadamichi Sakiyama (Chair), Yoshie Ota, Tohru Motobayashi
Compensation Committee	Hiroaki Nakanishi (Chair), Mitsuo Ohashi, Nobuo Katsumata, Tohru Motobayashi

4. The Company has reported Ms. Yoshie Ota and Messrs. Mitsuo Ohashi and Tohru Motobayashi as independent directors to each Japanese stock exchange where the Company is listed. Additionally, the Company also plans to report Mr. Nobuo Katsumata as an independent director.

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<Shareholder Proposal>

Item No. 2 Removal of 1 Director

Item No. 2 is proposed by a shareholder.

[Proposed Resolution]

Removal of Director Takashi Miyoshi

[Reasons for the Proposal]

1. I refer to my question at the 141st Ordinary General Meeting of Shareholders, Regarding the Group Management. My question was as follows;

I would like to ask Mr. Miyoshi about Hitachi Building Systems Co., Ltd. My five-story building has an elevator for six passengers. As it has rarely been used, I requested a reduction of the maintenance fee.

More than six months after the request, we had a meeting to discuss the matter. At the meeting, no explanation regarding details of the fee was made, and a fee that was not much different from the existing fee was proposed. I was also told that, as an alternative, a fee could be reduced if I gave up the full-maintenance support that cost me approximately 6 million yen out of 19 million yen that had ever been paid. I was explained that this 6 million yen was a provision for cost of parts which may or may not become necessary someday.

There is no indication that the money has actually been provisioned as explained, and therefore it is gouging.

On the other hand, the maintenance fee has been withdrawn from the bank account every month as before.

An elevator requires maintenance. Therefore, once installed, Hitachi Building Systems will capture high ground. Such high ground has been abused.

Also, when I requested an estimate of renovation work on the rooms for rent, I was offered a price which was 50% higher than the ones offered to the tenants, even though the required work was exactly the same.

With all these things considered, I believe Hitachi Building Systems has been doing what is against the Company's policy, such as betrayal of trust and gouging.

In relation to this, in November last year, I left you a message saying We don't have to waste precious time of the shareholder meeting if you provide a convincing explanation.

Although I have been approaching you with courtesy, you have done nothing for some reason, probably because of your arrogance or impudence.

Haven't you been instructing and supervising employees to earn money by fair means or foul without regard to appearances, because it is what you really want to do?

2. About a month after I asked the question regarding the Group management above, there was an answer saying the Company is also trying to run a business, and therefore we won't change (our management policy).

3. This is against the Company's management policy, Hitachi will affirm the importance of living up to the trust placed in it by society and emphasize the importance of sticking to the straight and narrow, so as to enhance the value of Hitachi brand.

4. Therefore, the Group management by Mr. Takashi Miyoshi, who is a Director in charge of the Group management, is breaching of the fiduciary duty of a Director.

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5. Based on the above, I hereby propose removal of Mr. Takashi Miyoshi as a Director of the Company.

(Note) The above is the exact reprint of the proposal and reasons for the proposal submitted by the proposing shareholder.

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[Opinion of the Board of Directors]

The Board of Directors opposes this proposal.

Since his election as Director of the Company, Mr. Takashi Miyoshi has been performing his duty faithfully as a member of the Board of Directors utilizing his rich experience and a proven performance record, having been engaged in operations and management in such areas as accounting and financial affairs at the Company and Group companies.

Therefore, the Board of Directors judges that there is no problem regarding his eligibility to be a Director of the Company and we oppose the removal of Mr. Takashi Miyoshi. We propose his reelection at this General Meeting of Shareholders.

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(Translation)

Report on the 142nd Business Term

(For the period from April 1, 2010 to March 31, 2011)

Hitachi, Ltd.

Note: This English translation incorporates, from page 31 to page 44, the materials that are provided to the shareholders for their review by posting on the Company's website pursuant to the provisions of the Articles of Incorporation of the Company and the relevant laws and regulations.

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1. Business Report (from April 1, 2010 to March 31, 2011)

(1) Business Overview and Results of Hitachi Group

Business Results

The Japanese economy during the period under review was supported by the bullish economies in Asia, and corporate earnings have started a gradual overall recovery. However, the Great East Japan Earthquake that occurred in March of this year has had a wide-ranging effect on economic activities.

Although a part of the buildings and the production facilities of the Hitachi Group centering on the production base in Ibaraki Prefecture suffered damage from the earthquake, operations have been sequentially restarted by working together towards recovery.

To report on the consolidated business results of the Hitachi Group for the year ended March 31, 2011, after recording deficit for the last four consecutive years, we have achieved the highest profit in our history notwithstanding the effects of damages from the earthquake. In addition to an increase in the revenues centering on a recovery in the construction machinery business for the emerging countries, the revenues in segments including High Functional Materials & Components, Automotive Systems and Electronic Systems & Equipment surpassed the preceding fiscal year. As a result, the revenues increased by 4% from the preceding fiscal year to JPY9,315.8 billion. With respect to profit and loss, in addition to the increase in the revenues, the benefit of activities to streamline our fixed and material costs as well as promote business structure reforms has resulted in posting operating income in all segments including Information & Telecommunication Systems, High Functional Materials & Components, Construction Machinery and Components & Devices. As a result, operating income increased by 120% from the preceding fiscal year to JPY444.5 billion, and net income attributable to Hitachi, Ltd. amounted to JPY238.8 billion.

Annual dividends to our shareholders are 8 yen per share, consisting of the interim dividends in the amount of 5 yen (including dividends in the amount of 2 yen for celebrating the 100th anniversary of the founding of the Company) and year-end dividends in the amount of 3 yen.

Measures Taken

In order to achieve new growth and ensure a stable management base through the Social Innovation Business that provides highly sophisticated social infrastructure utilizing information and telecommunication systems technology, in May of last year, we formulated the medium-term business plan. In conjunction with realizing the goals in the plan, we are implementing a review of our overall business structure in addition to strengthening each business unit.

During the period under review, we promoted strengthening of the information & telecommunication systems business which is one of our core businesses. We aimed to strengthen the business structure in this business area by concentrating business resources. Specifically, in October of last year, Hitachi Software Engineering Co., Ltd. and Hitachi Systems & Services, Ltd. merged to be Hitachi Solutions, Ltd. started business activities afresh. In addition, in March of this year, we determined to merge Hitachi Electronics Services Co., Ltd. and Hitachi Information Systems, Ltd.

With regard to our hydroelectric power generation systems business that are expected to undergo increased demand going forward as part of clean renewable energy, we entered into a basic agreement with Mitsubishi Electric Corporation and Mitsubishi Heavy Industries, Ltd. in relation to integration of sales, service and engineering operations.

We also entered into an alliance with Mitsubishi Heavy Industries, Ltd. in relation to urban railway systems business for overseas markets including cooperation from marketing to construction activities, and maintenance in order to improve our competitiveness and expand our business.

In addition, in March of this year, we determined to transfer our hard disk drive business to Western Digital Corporation. As such, we are further focusing on the Social Innovation Business.

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Results by Segment

[Information & Telecommunication Systems]

Although revenues decreased by 3% from the preceding fiscal year, the effect of the cost reduction initiative resulted in an increase in operating income of 4% from the preceding fiscal year.

[Power Systems]

Although revenues decreased by 8% from the preceding fiscal year, due to the effect of strengthening the project management and promoting cost reductions, operating income was almost the same as the preceding fiscal year.

[Social Infrastructure & Industrial Systems]

Revenues decreased by 7% from the preceding fiscal year due to the decrease in railway systems for overseas. Operating income decreased by 5% from the preceding fiscal year.

[Electronic Systems & Equipment]

Revenues increased by 8% and operating income significantly improved from the preceding fiscal year due to the strong performance of semiconductor related manufacturing equipment, etc.

[Construction Machinery]

Revenues and operating income increased by 29% and 179%, respectively, from the preceding fiscal year as a result of a bullish performance centering on the emerging countries.

[High Functional Materials & Components]

Revenues increased by 13% and operating income increased by 90% from the preceding fiscal year due to an improving performance by Hitachi Metals, Ltd. and Hitachi Chemical Co., Ltd.

[Automotive Systems]

Revenues increased by 16% from the preceding fiscal year, and the effect of reforming the business structures resulted in a considerable improvement to operating income over the preceding fiscal year.

[Components & Devices]

Revenues increased by 7% from the preceding fiscal year, and operating income significantly improved from the preceding fiscal year.

[Digital Media & Consumer Products]

Revenues increased by 2% from the preceding fiscal year, and operating income significantly improved from the preceding fiscal year.

[Financial Services]

Revenues decreased by 11% from the preceding fiscal year, while operating income recorded a 67% increase from the preceding fiscal year.

[Others]

Revenues resulted equaling and operating income increased by 49% from the preceding fiscal year.

Table of Contents**[Revenues and Operating Income by Segment]**

Segment	Revenues			Operating Income (Loss)		
	Fiscal	Fiscal	(B)/(A)	Fiscal	Fiscal	(B)/(A)
	2009(A)	2010(B)		2009(A)	2010(B)	
Information & Telecommunication Systems	1,705.5	1,652.0	97%	94.5	98.6	104%
Power Systems	882.1	813.2	92%	22.0	22.0	100%
Social Infrastructure & Industrial Systems	1,250.2	1,156.9	93%	42.0	39.9	95%
Electronic Systems & Equipment	998.6	1,079.3	108%	(5.2)	37.2	
Construction Machinery	583.6	751.3	129%	17.6	49.1	279%
High Functional Materials & Components	1,249.3	1,408.1	113%	44.4	84.5	190%
Automotive Systems	638.8	737.9	116%	(5.4)	23.7	
Components & Devices	754.8	809.8	107%	1.1	43.6	
Digital Media & Consumer Products	929.2	951.5	102%	(7.2)	14.9	
Financial Services	419.6	372.9	89%	8.5	14.2	167%
Others	763.6	767.4	100%	19.4	28.9	149%
Subtotal	10,175.8	10,500.8	103%	231.9	457.1	197%
Eliminations & Corporate Items	(1,207.2)	(1,185.0)		(29.8)	(12.6)	
Total	8,968.5	9,315.8	104%	202.1	444.5	220%

- Notes: 1. The consolidated figures of the Company have been prepared in conformity with accounting principles generally accepted in the United States, while operating income (loss) has been prepared in conformity with accounting principles generally accepted in Japan.
2. Restructuring charges etc. are included as part of other income or other deductions in conformity with accounting principles generally accepted in Japan, while they are included as part of operating income (loss) under accounting principles generally accepted in the United States.
3. Revenues by segment include intersegment transactions.
4. The businesses of each segment are set out in (2) Main Products and Services of Hitachi Group.

(2) Main Products and Services of Hitachi Group (As of March 31, 2011)

Segment	Main Products and Services	Percentage to Total Revenues
Information & Telecommunication Systems	Systems Integration, Outsourcing Services, Software, Disk Array Subsystems, Servers, Mainframes, Telecommunications Equipment, ATMs	16%
Power Systems	Thermal, Nuclear, Hydroelectric and Wind Power Generation Systems	8
Social Infrastructure & Industrial Systems	Industrial Machinery and Plants, Elevators, Escalators, Railway Vehicles and Systems	11
Electronic Systems & Equipment	Semiconductor and LCDs Manufacturing Equipment, Test and Measurement Equipment, Medical Electronics Equipment, Power Tools, Electronic Part Processing Equipment	10
Construction Machinery	Hydraulic Excavators, Wheel Loaders, Mining Dump Trucks	7

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High Functional Materials & Components	Wires and Cables, Copper Products, Semiconductor and Display Related Materials, Circuit Boards and Materials, Specialty Steels, Magnetic Materials and Components, High Grade Casting Components and Materials	13
Automotive Systems	Engine Management Systems, Electric Powertrain Systems, Drive Control Systems, Car Information Systems	7
Components & Devices	Hard Disk Drives, LCDs, Information Storage Media, Batteries	8
Digital Media & Consumer Products	Optical Disk Drives, Flat-Panel TVs, LCD Projectors, Room Air Conditioners, Refrigerators, Washing Machines, Air-Conditioning Equipment	9
Financial Services	Leasing, Loan Guarantees	4
Others	Logistics, Property Management	7

Table of Contents**(3) Major Facilities of Hitachi Group** (As of March 31, 2011)**Major Facilities of the Company**

	Location
Head Office	Tokyo (Chiyoda-ku)
R&D	Tokyo (Chiyoda-ku, Kokubunji), Ibaraki (Hitachi, Hitachinaka), Saitama (Hatoyama), Kanagawa (Yokohama, Kawasaki)
Manufacturing, Design and Engineering	Tokyo (Chiyoda-ku, Koto-ku, Shinagawa-ku, Ome), Ibaraki (Hitachi, Hitachinaka), Kanagawa (Yokohama, Odawara, Kawasaki, Hadano), Yamaguchi (Kudamatsu)
Sales and Area Operations	Tokyo (Chiyoda-ku, Koto-ku, Shinagawa-ku), Hokkaido Area Operation (Chuo-ku, Sapporo), Tohoku Area Operation (Aoba-ku, Sendai), Kanto Area Operation (Chiyoda-ku, Tokyo), Yokohama Area Operation (Nishi-ku, Yokohama), Hokuriku Area Operation (Toyama), Chubu Area Operation (Naka-ku, Nagoya), Kansai Area Operation (Kita-ku, Osaka), Chugoku Area Operation (Naka-ku, Hiroshima), Shikoku Area Operation (Takamatsu), Kyushu Area Operation (Sawara-ku, Fukuoka)

Major Facilities of Consolidated Subsidiaries of the Company

Major consolidated subsidiaries of the Company and their locations are as stated in (5) Major Hitachi Group Companies.

(4) Employees of Hitachi Group (As of March 31, 2011)

Segment	Number of Employees	Change from the End of the Preceding Year
Information & Telecommunication Systems	70,853	+2,444
Power Systems	16,852	+875
Social Infrastructure & Industrial Systems	39,240	-3,740
Electronic Systems & Equipment	25,597	+1,021
Construction Machinery	19,218	+155
High Functional Materials & Components	48,745	+1,403
Automotive Systems	25,599	+997
Components & Devices	55,474	+4,170
Digital Media & Consumer Products	26,253	-238
Financial Services	3,220	-209
Others	27,448	-5,090
Corporate (Head Office and others)	3,246	+211
Total	361,745	+1,999
(the Company)	(32,926)	(+1,861)

Note:

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The total number of employees of the Hitachi Group and the Company including part-time employees was 404,614 and 34,534, respectively.

Table of Contents**(5) Major Hitachi Group Companies** (As of March 31, 2011)

Segment	Name of Company	Location
Information & Telecommunication Systems	Hitachi Electronics Services Co., Ltd.	Yokohama, Kanagawa
	Hitachi Information & Control Solutions, Ltd.	Hitachi, Ibaraki
	Hitachi Information Systems, Ltd.	Shinagawa-ku, Tokyo
	Hitachi-Omron Terminal Solutions, Corp.	Shinagawa-ku, Tokyo
	Hitachi Solutions, Ltd.	Shinagawa-ku, Tokyo
	Hitachi Computer Products (America), Inc.	U.S.A.
	Hitachi Computer Products (Europe) S.A.S.	France
	Hitachi Consulting Corporation	U.S.A.
Hitachi Data Systems Corporation	U.S.A.	
	*Hitachi Information & Telecommunication Systems Global Holding Corporation	U.S.A.
Power Systems	Babcock-Hitachi Kabushiki Kaisha	Chiyoda-ku, Tokyo
	Hitachi Engineering & Services Co., Ltd.	Hitachi, Ibaraki
	Hitachi-GE Nuclear Energy, Ltd.	Hitachi, Ibaraki
	Hitachi Power Europe GmbH	Germany
	Hitachi Power Systems America, Ltd.	U.S.A.
Social Infrastructure & Industrial Systems	Hitachi Building Systems Co., Ltd.	Chiyoda-ku, Tokyo
	Hitachi Industrial Equipment Systems Co., Ltd.	Chiyoda-ku, Tokyo
	Hitachi Plant Technologies, Ltd.	Toshima-ku, Tokyo
	Hitachi Elevator (China) Co., Ltd.	China
Electronic Systems & Equipment	Hitachi High-Technologies Corporation	Minato-ku, Tokyo
	Hitachi Koki Co., Ltd.	Minato-ku, Tokyo
	Hitachi Kokusai Electric Inc.	Chiyoda-ku, Tokyo
	Hitachi Medical Corporation	Chiyoda-ku, Tokyo
	Hitachi Via Mechanics, Ltd.	Ebina, Kanagawa
Construction Machinery	Hitachi Construction Machinery Co., Ltd.	Bunkyo-ku, Tokyo
High Functional Materials & Components	Hitachi Cable, Ltd.	Chiyoda-ku, Tokyo
	Hitachi Chemical Co., Ltd.	Shinjuku-ku, Tokyo
	Hitachi Metals, Ltd.	Minato-ku, Tokyo
Automotive Systems	Clarion Co., Ltd.	Saitama, Saitama
	Hitachi Automotive Systems, Ltd.	Hitachinaka, Ibaraki
	Hitachi Automotive Systems Americas, Inc.	U.S.A.
Components & Devices	Hitachi Displays, Ltd.	Mobara, Chiba
	Hitachi Maxell, Ltd.	Ibaraki, Osaka
	Hitachi Display Device (Suzhou) Co., Ltd.	China
	*Viviti Technologies Ltd.	Singapore
Digital Media & Consumer Products	Hitachi Appliances, Inc.	Minato-ku, Tokyo
	Hitachi Consumer Electronics Co., Ltd.	Chiyoda-ku, Tokyo
	Hitachi-LG Data Storage, Inc.	Minato-ku, Tokyo
	Hitachi Media Electronics Co., Ltd.	Oshu, Iwate
	Hitachi Consumer Products (Thailand), Ltd.	Thailand
Financial Services	Hitachi Capital Corporation	Minato-ku, Tokyo
Others	Chuo Shoji, Ltd.	Chiyoda-ku, Tokyo
	Hitachi Life, Ltd.	Hitachi, Ibaraki
	Hitachi Transport System, Ltd.	Koto-ku, Tokyo
	Hitachi America, Ltd.	U.S.A.
	Hitachi Asia Ltd.	Singapore
	Hitachi (China), Ltd.	China

- Notes:
1. The total number of consolidated subsidiaries (including variable interest entities) is 913.
 2. The number of equity-method affiliates is 164. The major equity-method affiliates are Japan AE Power Systems Corporation and Renesas Electronics Corporation.
 3. The companies marked with * are holding companies; their major operating companies are located in the United States.
 4. Hitachi Solutions, Ltd. was formed through a merger between Hitachi Software Engineering Co., Ltd. and Hitachi Systems & Services, Ltd. as of October 1, 2010.
 5. Hitachi Automotive Products (USA), Inc. changed its name to Hitachi Automotive Systems Americas, Inc. as of January 1, 2011.
 6. Viviti Technologies Ltd. is a holding company whose operating companies include Hitachi Global Storage Technologies, Inc., a company engaged in manufacture and sale of hard disk drives, and was established on October 5, 2010.

Table of Contents**(6) Capital Investment of Hitachi Group**

Capital investment increased by JPY10.5 billion from the preceding fiscal year to JPY556.8 billion due to the investment for the production increase to cope with the recovery of demand while we maintained our principle to be selective in investment decisions. Main investment includes the enhancement of the production facilities for the hard disk drive business. A breakdown of capital investment by segment is shown below.

Segment	(Billions of yen) Amount
Information & Telecommunication Systems	29.6
Power Systems	10.5
Social Infrastructure & Industrial Systems	17.9
Electronic Systems & Equipment	13.3
Construction Machinery	36.5
High Functional Materials & Components	60.7
Automotive Systems	17.3
Components & Devices	56.6
Digital Media & Consumer Products	14.7
Financial Services	282.5
Others	33.9
Subtotal	573.9
Eliminations & Corporate Items	(17.0)
Total	556.8

Note: The figures above include JPY283.7 billion of investment in assets to be leased. This mainly includes the investment relating to leasing business in the Financial Services segment.

(7) Research and Development of Hitachi Group

Expenditures on research and development during the year amounted to JPY395.1 billion. We implemented R&D activities focusing on the development of technologies to provide highly sophisticated social infrastructure utilizing the information and telecommunication systems technology. Notable achievements included the development of control technology that drastically reduces the power consumption of data centers by optimizing their air conditioning efficiency.

Moreover, as of April 1, 2011, for the enhancement of interface between our fundamental research and businesses, we reorganized our research laboratories consolidating into the following three; Central Research Laboratory, Hitachi Research Laboratory and Yokohama Research Laboratory. A breakdown of R&D expenses by segment is shown below.

Segment	(Billions of yen) Amount
Information & Telecommunication Systems	79.5
Power Systems	16.4
Social Infrastructure & Industrial Systems	