

SCHEDULE 14A INFORMATION

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

Filed by the Registrant / /  
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Check the appropriate box:  
/ / Preliminary Proxy Statement  
/ / Definitive Proxy Statement  
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or Rule 14a-12

ADT LIMITED

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(Name of Registrant as Specified In Its Charter)

WESTERN RESOURCES, INC.

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(Name of Person(s) Filing Proxy Statement)

Payment of Filing Fee (Check the appropriate box):

/ / \$125 per Exchange Act Rules 0-11(c)(1)(ii), 14a-6(i)(1), or 14a-6(i)(2) / /  
\$500 per each party to the controversy pursuant to Exchange Act  
Rule 14a-6(i)(3)  
/ / Fee computed on table below per Exchange Act Rules 14a-6(i)(4)  
and 0-11

- 1) Title of each class of securities to which transaction applies:  
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- 2) Aggregate number of securities to which transaction applies:  
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- 3) Per unit price or other underlying value of transaction  
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- 4) Proposed maximum aggregate value of transaction:  
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/x/ Filing fee paid with preliminary filing.

The following analysts' presentation was given on April 16, 1997:

[logo] Western Resources

Kansas City Securities Association

April 16, 1997

Western Resources Vision

"Western Resources will be the leading provider of energy and energy-related services for homes and businesses."

## History

- 1924 - Company founded under the name The Kansas Power and Light Company
- 1980 - Profile - The Kansas Power and Light Company
  - 400,000 customers
  - Less than \$1 billion total assets
  - Less than \$300 million in market value
  - \$49 million earnings
- 1983 - Bought Gas Service Company
- 1992 - Merged with Kansas Gas & Electric to create Western Resources
- 1993 - Sold 40% of Gas Service Company for \$400+ million

## Recent History

1996 -

Acquired The Wing Group

Announced agreement to exchange the balance of natural gas business worth \$660 million to ONEOK for 45% of ONEOK stock

Purchased Westinghouse Security Services for approximately \$358 million plus assumed certain liabilities

\$3.5 billion exchange offer for ADT Limited

1997 - Reached definitive merger agreement with KLT on 2/7/97

Western Financial Statistics

Market price at 4/11/97 = \$30.125

52-week high/low \$31.875 - \$28

Dividends:

1997 indicated annual dividend = \$2.10

Paid every year since 1924

Current yield = 7%

Bond ratings of BBB+, A- and A3

Net income twelve months ending 12/31/96 \$169 million

EBITDA for 12 months ending 12/31/96 \$591 million

With ONEOK and KLT:

Assets increase to more than \$9 billion

Projected market value of approximately \$3.8 billion (assuming 4/11/97

stock price and 126.5 million common shares outstanding after KLT)

Today's Western Resources

Full-service, diversified energy company

1996 revenues of \$2 billion

Serves 606,000 electric customers in Kansas Merger with KLT will add 430,000 more electric customers

Marketing access to 1.4 million natural gas customers in Kansas and Oklahoma through ONEOK alliance

Nation's third-largest security provider with 430,000 monitored customers

Our Strategic Plan for Growth

Build a branded national presence

Maintain a strong core utility business

Seek above average returns on energy-related investments

Strategic Priority:

Branded National Presence

Characteristics:

No utility has more than 4% of electric market; our critical mass goal is 5%  
- 10% of energy market  
Coming legislative changes will likely allow utilities to compete for customers like AT&T, MCI, and Sprint, instead of limiting franchises

Opportunities:

Acquire a product with characteristics similar to electricity or natural gas that may be sold nationwide today. . . security  
Sell products (energy & security) under umbrella of brand names. Today we market under the names Westar, KPL and KGE and soon under Oklahoma Natural Gas

Investment Strategies:

Long-term growth and income opportunities reside with being a low-cost provider of value-added services to end-user consumers



Why Security?

Unique opportunity to consolidate the industry

Business is attractive because of strong consumer demand and annual double-digit growth rates

Home security is a profitable service

Estimated share size of U.S. markets:  
(by thousands of customers)

ADT	1,200	Protection One	230
Brinks	475	Honeywell	200
Westar	430	Republic	200
Ameritech	375	Borg-Warner	150
Network	250	Rollins	120

Recent Acquisition:

Westinghouse Security Systems

Transaction terms

Created 3rd largest monitored security systems company in the U.S., by customer count

Added about 300,000 customers and branch offices in 24 states -- provides access to 55% of US households

Cash transaction of approximately \$358 million plus assumed certain liabilities

Gain state-of-the-art centralized monitoring and customer service center and national branch network offering an excellent platform for growth

Western Resources' Offer for ADT

\$22.50 per ADT common share

\$10.00 in cash

\$12.50 in WR common stock\*

Western Resources already owns 38.3 million ADT shares at an average cost of \$15.40 per share

Pending litigation

Invalidate Republic warrants

Disallow vote of treasury stock held by an ADT subsidiary

Invalidate dead hand poison pill

Tyco is worth (pre-tax) \$16.67 per WR share

\* Represents 0.41322 of a share of Western Resources' common stock for each share of ADT common stock based on the closing price of Western Resources' common stock on February 28, 1997. ADT shareowners would not, however, receive more than 0.42017 share of Western Resources common stock.

Strategic Priority: Strong Core Business

Characteristics:

- Low-cost producer of energy

- Strong brand identity

- Superior customer satisfaction levels

Opportunities:

- Increase product offerings to consumers

- Lower costs through reorganization

Investment Strategies :

- Expand geographic footprint

- Focus on low-cost generation

Status report:  
ONEOK Strategic Alliance

Western contributes all of its gas assets to ONEOK to create the 8th largest LDC in the country  
Receive \$34.7 million in preferred dividends plus 10% of equity earnings and common dividends  
Earnings and cash flow accretive to Western shareowners in the first full year  
\$660 million transaction will make Western Resources the largest shareowner of ONEOK with 45% ownership on a fully converted basis. ONEOK worth \$10.00 per share of WR  
Western gains access to an additional 735,000 customers to market unregulated products and services

Status Report:

Kansas City Power & Light (KLT) merger  
Merger agreement reached at 2/7/97

Adds 430,000 electric customers and \$900 million in revenues

Expect to close early 1998

Description of Offer: KLT

TERM

Consideration

SUMMARY

\$32.00 of WR common stock per  
share of KLT common stock\*

Number of WR common shares  
capped at 1.100 per each KLT  
common share

Current exchange ratio, based on  
4/2/97 closing price is 1.045

Includes price protection provision

Form of Transaction

Tax-free stock swap, pooling-of-  
interests transaction worth \$2  
billion

\*Subject to an exchange ratio of 0.917 to 1.100  
Western Resources common shares for each KLT share  
common stock.

Exchange Ratio Calculation

Calculation of Stock Price and Dividends to KLT Shareholders -- current indicated dividends

	Western Stock Price	Exchange Ratio WR/KLT	Stock Value to KLT	Premium to KLT April 12	Dividend to KLT Holders (1)	Increase in KLT Dividend (1)
	\$27.00	1.100	\$29.70	24.4%	\$2.31	42.6%
	27.50	1.100	30.25	26.7%	2.31	42.6%
	28.00	1.100	30.80	29.0%	2.31	42.6%
	28.50	1.100	31.35	31.3%	2.31	42.6%
	29.00	1.100	31.90	33.6%	2.31	42.6%
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Collar	29.09	1.100	32.00	34.0%	2.31	42.6%
	29.50	1.085	32.00	34.0%	2.31	40.7%
	30.00	1.067	32.00	34.0%	2.28	38.3%
	30.50	1.049	32.00	34.0%	2.24	35.8%
	31.00	1.032	32.00	34.0%	2.17	34.0%
	31.50	1.016	32.00	34.0%	2.13	31.5%
	32.00	1.000	32.00	34.0%	2.10	29.6%
	32.50	0.985	32.00	34.0%	2.07	27.8%
	33.00	0.970	32.00	34.0%	2.04	25.9%
	33.50	0.955	32.00	34.0%	2.01	24.1%
	34.00	0.941	32.00	34.0%	1.98	22.2%
Collar	34.50	0.928	32.00	34.0%	1.95	20.4%
	34.90	0.917	32.00	34.0%	1.93	19.1%
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	35.00	0.917	32.10	34.5%	1.93	19.1%
	35.50	0.917	32.55	36.3%	1.93	19.1%
	36.00	0.917	33.01	38.3%	1.93	19.1%

(1) Based on current indicated dividends



Western Resources / KLT / ONEOK  
Combined Regulated Service Territory  
[MAP]

Strategic Priority:  
Seek Above Average Rates of Return in  
Energy-related Investments

Hanover

Acquired Contract Compression in 1992 for \$20 million  
3rd largest gas compressor rental fleet in the U.S.  
Merged with Hanover in 1995 and created largest gas compressor rental fleet  
in U.S. and 2nd largest in South America  
WR owns 24% of Hanover Compressor  
Hanover has filed to go public valuing WR's ownership at \$80 to \$100 million

Status Report:

The Wing Group

Purchased in early 1996

Premier developer of power projects in the world

Finalized agreement with CPI in December, involving more than 2,000 MW coal-fired generation in China

Closed on Turkey project, a 478 MW combined-cycle plant

Closed on project to participate in 160 MW gas-fired plant in Colombia

Future View - Financial

Outlook of new WR with KLT, ONEOK, and security transactions completed:

Positioned to build long-term shareowner value

Recurring monthly revenue under multi-year, renewable security contracts

Growing revenue streams from new products and expanded markets

Improved margins from operating synergies and economies of scale

Continued acquisition efforts consistent with growth strategy

Delivering on our strategy will ensure continued access to capital markets

Committed to maintaining investment grade credit quality

This analysts' presentation is neither an offer nor an exchange nor a solicitation of an offer to exchange shares of common stock of ADT Limited. Such offer is made solely by the Prospectus dated March 14, 1997, and the related Letter of Transmittal, and is not being made to, nor will tenders be accepted from or on behalf of, holders of shares of common stock of ADT Limited in any jurisdiction in which the making of such offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction. In any jurisdictions where securities, blue sky or other laws require such offer to be made by a licensed broker or dealer, such offer shall be deemed to be made on behalf of Western Resources, Inc. by Salomon Brothers Inc; Bear, Stearns & Co. Inc; and Chase Securities Inc, or one or more registered brokers or dealers licensed under the laws of such jurisdiction.

The following news release/employee update was issued on April 16, 1997:

WESTERN RESOURCES CHALLENGES STRUCTURE OF  
ADT/TYCO COMBINATION

TOPEKA, Kansas, April 16, 1997 (4 pm CDT) -- Western Resources (NYSE:WR) announced today that it has commenced a lawsuit against ADT Limited in the Supreme Court of Bermuda alleging that the structure of Tyco International Ltd.'s proposed acquisition of ADT Limited denies Western Resources and other ADT shareholders their valuable appraisal rights provided under Bermuda law.

Such appraisal rights, which give shareholders a right to be paid the fair value of their shares in cash, are valuable in the context of the Tyco transaction because the value of that transaction to ADT shareholders depends on Tyco's stock price, which has fluctuated considerably since announcement of the merger agreement.

The lawsuit seeks an order requiring that Tyco's acquisition of ADT be structured to provide appraisal rights to ADT shareholders.

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Western Resources (NYSE:WR) is a full-service, diversified security and energy company with total assets of more than \$6 billion. Its utilities, KPL and KGE, operating in Kansas and Oklahoma, provide natural gas service to approximately 650,000 customers and electric service to approximately 600,000 customers. Western Resources, through its subsidiary, Westar Security, also is the third-largest monitored security provider in the country, operating in 46 states in the U.S. Through its other subsidiaries, Westar Energy, Westar Capital, and The Wing Group, a full range of energy and energy-related products and services are developed and marketed in the continental U.S. and offshore.

For more information about Western Resources and its operating companies, visit us on the Internet at <http://www.wstnres.com>.

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