
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 6-K

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

For the month of: July 2021

Commission File Number: 001-38544

NAKED BRAND GROUP LIMITED

(Translation of registrant's name into English)

Level 61, MLC Centre, 25 Martin Place, Sydney, NSW 2000, Australia

(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover 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):

Exhibits

<u>Exhibit No.</u>	<u>Description</u>
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99.1	Notice of Annual General Meeting.
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99.2	Notice of Availability of Proxy Materials.
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99.3	Form of Proxy Card.
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SIGNATURE

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 hereunto duly authorized.

Dated: July 9, 2021

NAKED BRAND GROUP LIMITED

By: /s/ Justin Davis-Rice

Name: Justin Davis-Rice

Title: Executive Chairman

Naked Brand Group Limited

ACN 619 054 938

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:00am (AEST)

DATE: Friday, 20 August 2021

VENUE: BDO Sydney, Level 11, 1 Margaret Street, Sydney NSW 2000, Australia

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that the Annual General Meeting of Naked Brand Group Limited (ACN 619 054 938) will be held at BDO Sydney, Level 11, 1 Margaret Street, Sydney NSW 2000, Australia on **Friday, 20 August 2021 at 10:00am (Sydney time) (Thursday, 19 August 2021 at 8:00pm (New York time))**.

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting.

Financial and related reports

Description To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' Report and Auditor's Report in respect of the financial year ended 31 January 2021.

Resolution 1 Election of Director – Simon Tripp

Description Mr Simon Tripp, who was appointed as a non-executive director of the Company on 19 January 2021, retires as a Director at the Meeting and offers himself for election as a Director pursuant to Rule 19.3(h)(i) of the Constitution.

Resolution (ordinary) To consider and, if thought fit, to pass the following resolution as an **ordinary resolution** in accordance with Rule 19.3(f) of the Constitution:

“THAT Mr Simon Tripp is elected as a Director.”

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company. Please send your questions via email or mail to:

Company Secretary
Naked Brand Group Limited
Level 61, MLC Centre
25 Martin Place
Sydney NSW 2000, Australia
agm2021@nakedbrands.com

Written questions must be received by no later than **10:00am (Sydney time) on Friday, 13 August 2021 (8:00pm (New York time) on Thursday, 12 August 2021)**. Your questions should relate to matters that are relevant to the business of the Meeting, as outlined in this Notice and Explanatory Memorandum.

In accordance with the Corporations Act and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Meeting to ask questions about, or make comments upon, matters in relations to the Company.

During the course of the Meeting, the Chair will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Registered Ownership and Beneficial Ownership

If your shares are registered in your name with our transfer agent, Continental Stock Transfer & Trust Company, then you are considered the "registered owner" for those shares. If you are the registered holder of your shares, you have the right to vote your shares by proxy or to attend the Meeting and vote in person.

If your shares are held through a bank, broker or other nominee, then you are considered to hold your shares in "street name." While you are the "beneficial owner" of those shares, you are not considered the registered owner. As the beneficial owner of the shares, you have the right to instruct your bank, broker or other nominee how to vote your shares. However, since you are not the registered owner of your shares, you may not attend the Meeting and vote these shares in person unless you obtain a "legal proxy" through your bank, broker or other nominee.

If you are a beneficial owner and do not provide your bank, broker or other nominee with voting instructions and do not obtain a "legal proxy" from your bank, broker or other nominee, under the rules of various national and regional securities exchanges, the bank, broker or other nominee may generally vote on routine matters but cannot vote on non-routine matters. If the bank, broker or other nominee that holds your shares votes on one or more matters, but does not receive instructions from you on how to vote your shares on one or more non-routine matters, the bank, broker or other nominee will inform us that it does not have the authority to vote on such non-routine matters with respect to your shares. This is generally referred to as a "broker non-vote." We do not expect any broker non-votes at the Meeting, even if Resolution 1 is considered non-routine as expected. In such event, banks, brokers and nominees will not be able to vote on any matters at the Meeting, and accordingly will not vote at all, unless they receive voting instructions from the beneficial owners.

Entitlement to vote at the Annual General Meeting

You will be entitled to attend and vote at the Annual General Meeting if you are registered as a Shareholder of the Company as at **10:00am (Sydney time) on Wednesday, 18 August 2021 (8:00pm (New York time) on Tuesday, 17 August 2021)**, the record date, subject to any applicable voting exclusion. This is because, in accordance with the *Corporations Regulations 2001* (Cth), the Board has determined that the Shares on issue at that time will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time, which must not be more than 48 hours before the meeting. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Eligible shareholders or their proxies and attorneys wishing to vote in person should attend the Meeting and are asked to arrive at least 30 minutes prior to commencement of the Meeting so that their Shareholding may be checked against the register and their attendance recorded.

If you hold your ordinary shares in street name and you wish to vote in person at the Meeting, please contact your bank, broker or other nominee for the procedures necessary to allow you to do so.

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the Meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this notice. A return envelope, which requires no postage if mailed in the United States, is enclosed for your convenience. The proxy form also may be returned by email. For the proxy form to be valid it must be signed, dated and received, together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of attorney, by **10:00am (Sydney time) on Wednesday, 18 August 2021 (8:00pm (New York time) on Tuesday, 17 August 2021):**

Post to: Continental Stock Transfer & Trust Co., 1 State Street - Floor 30, New York, NY 10275-0741

Email to: proxy@continentalstock.com

- (f) A proxy also may be submitted by Internet or by telephone by following the instructions set forth on the proxy form. To be valid, a proxy submitted by Internet or by telephone must be submitted by the date and time set forth on the proxy form.

If you hold your ordinary shares in street name and you wish to vote by proxy, please follow the directions provided to you by your bank, broker or other nominee in order to instruct your bank, broker or other nominee how to vote your shares.

If you vote by proxy in accordance with paragraph (e) or (f), you will have designated Justin Davis-Rice, our Executive Chairman and Chief Executive Officer, as your proxy to attend the Meeting and vote in your stead. Any proxy given pursuant to this solicitation and received in time for the Meeting will be voted in accordance with your specific instructions. If you provide a proxy, but you do not provide specific instructions on how to vote on each proposal, the proxy holder will vote your shares in favour of Resolution 1. With respect to any other proposal that properly comes before the Meeting, the proxy holders will vote in their own discretion according to their best judgment, to the extent permitted by applicable laws and regulations.

WHETHER OR NOT YOU EXPECT TO ATTEND, YOU ARE REQUESTED BY THE BOARD TO PROMPTLY RETURN THE ENCLOSED PROXY FORM, OR TO SUBMIT YOUR PROXY BY INTERNET OR PHONE. SHAREHOLDERS WHO EXECUTE PROXIES RETAIN THE RIGHT TO REVOKE THEM AT ANY TIME PRIOR TO THE VOTING THEREOF.

PLEASE NOTE: IF YOUR SHARES ARE HELD IN STREET NAME, YOUR BROKER, BANK OR OTHER NOMINEE CANNOT VOTE YOUR SHARES ON NON-ROUTINE ITEMS OF BUSINESS, SUCH AS THE ELECTION OF DIRECTORS, UNLESS YOU INSTRUCT YOUR NOMINEE HOW TO VOTE IN ACCORDANCE WITH THE DIRECTIONS YOU RECEIVE FROM YOUR NOMINEE.

Quorum and Voting Rights

Two or more shareholders present at the Meeting and entitled to vote on a resolution at the Meeting shall constitute a quorum. Each share is entitled to one vote upon all items of business to be acted upon at the Meeting.

Required Vote

Approval of an ordinary resolution requires the affirmative vote of a majority of the votes cast.

Any shares that are not voted (whether by abstention, broker non-vote or otherwise) will have no effect on an ordinary resolution or a special resolution. A “broker non-vote” occurs when your ordinary shares are held in street name and the bank, broker or other nominee does not have authority to vote on an item of business on your behalf. This may occur if the item of business is non-routine, and you do not provide voting instructions to your bank, broker or other nominee. See “*Registered Ownership and Beneficial Ownership*” above.

Revoking a Proxy

You may revoke any proxy by notifying the Company in writing by mail at Attention: Directors, Naked Brand Group Limited, Level 61, MLC Centre, 25 Martin Place, Sydney NSW 2000, Australia, or by email at proxy@continentalstock.com. You also may revoke any proxy by submitting a later-dated proxy or by voting in person at the meeting. Attendance at the Meeting does not alone serve to revoke a proxy. For a written revocation or later-dated proxy to be valid, it must be received by **10:00am (Sydney time) on Wednesday, 18 August 2021 (8:00pm (New York time) on Tuesday, 17 August 2021)**.

If you hold your shares in street name, please follow the directions provided to you by your bank or broker in order to revoke your voting instructions.

OTHER INFORMATION

Costs

We will bear the cost of preparing, printing, assembling and mailing these materials, the proxy card, and any other material which may be sent to shareholders in connection with our Annual General Meeting. It is contemplated that brokerage houses will forward these materials and the proxy card to beneficial owners at our request. In addition to the solicitation of proxies by use of the mails, our officers and regular employees may solicit proxies without additional compensation, by telephone or other electronic means. We may reimburse brokers or other persons holding shares in their names or the names of their nominees for the expenses of forwarding soliciting material to their principals and obtaining their proxies.

Important Notice Regarding Availability of Meeting Materials

The Meeting materials, including the notice and explanatory statement, are available at our corporate website, ir.nakedbrands.com. You may also obtain a copy of these materials and the proxy card, free of charge, by contacting us by mail at Attention: Company Secretary, Naked Brand Group Limited, Level 61, MLC Centre, 25 Martin Place, Sydney NSW 2000, Australia by email at proxy@continentalstock.com.

Shareholder Communications with the Board

The Board maintains a process for shareholders to communicate with the Board. Shareholders wishing to communicate with the Board, or any individual director must mail a communication addressed to the attention of the Board or the individual director, Attention: Directors, Naked Brand Group Limited, Level 61, MLC Centre, 25 Martin Place, Sydney NSW 2000, Australia. Any such communication must state the number of ordinary shares beneficially owned by the shareholder making the communication. All of such communications will be forwarded to the full Board or to any individual director or directors to whom the communication is directed unless the communication is clearly of a marketing nature or is unduly hostile, threatening, illegal, or similarly inappropriate, in which case we have the authority to discard the communication or take appropriate legal action regarding the communication.

Where You Can Find More Information

We file annual and other reports and documents with the SEC under the Securities Exchange Act of 1934, as amended. Our SEC filings made electronically through the SEC's EDGAR system are available to the public at the SEC's website at <http://www.sec.gov>. You may also read and copy any document we file with the SEC at the SEC's public reference room located at 100 F Street, N.E., Washington, D.C. 20549-1004. Please call the SEC at (800) SEC-0330 for further information on the operation of the public reference room.

Proxy voting by the Chair

The Chairman intends to vote all undirected proxies in favour of each Resolution.

Voting by Corporate Representatives

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company before the Meeting.

DATED: 9 July 2021

BY ORDER OF THE BOARD OF NAKED BRAND GROUP LIMITED

Mark Ziirsen
Company Secretary

Explanatory Memorandum

This Explanatory Memorandum and all attachments are important documents and should be read carefully. If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice, please contact the Company or your professional adviser.

This Explanatory Memorandum has been prepared for Shareholders in connection with the Annual General Meeting of the Company to be held on **Friday, 20 August 2021 at 10:00am (Sydney time) (Thursday, 19 August 2021 at 8:00pm (New York time))**.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the resolutions detailed in the Notice.

1. Financial and related reports

Explanation Section 317 of the Corporations Act requires the Company's Financial Report, Directors' Report and the Auditor's Report for the financial year ended 31 January 2021 to be laid before the Company's Annual General Meeting.

The Financial Report contains the consolidated financial statements of the Company and its controlled entities. A copy of the Company's Financial Report, Director's Report and Auditor's Report will be published on the Company's website at ir.nakedbrands.com prior to the Meeting.

There is no requirement for a formal resolution on this item. However, Shareholders attending the Meeting will be given a reasonably opportunity to ask questions on the reports.

2. Resolution 1 – Re-election of director – Mr Simon Tripp

Explanation Rule 19.2(a) of the Constitution provides that the Directors may appoint any individual to be a Director, either as an addition to the existing Directors or to fill a casual vacancy. Rule 19.2(b) provides that a Director appointed under rule 19.2, who is not a managing director, holds office until the conclusion of the next annual general meeting following his or her appointment. Rule 19.3(f) provides that the Company may by resolution at an annual general meeting fill an office vacated by a director under rule 19.2(b) by electing or re-electing an eligible person to that office. Rule 19.3(h)(i) provides that a person is eligible for election to the office of a Director at a general meeting if the person is in office as a Director immediately before that meeting.

Mr Tripp was appointed as a non-executive director of the Company on 19 January 2021 pursuant to Rule 19.2(a) of the Constitution and therefore retires as a Director at the Meeting. Mr Tripp, being eligible, offers himself for re-election as a Director pursuant to Rule 19.3(h)(i).

About Mr Tripp Mr Tripp has an honours degree in Chemical Engineering from Cape Town University and an MBA from Massey University in New Zealand. Simon has an extensive background in investment banking and capital markets. He was previously a director of Ord Minnett (subsequently acquired by JP Morgan) in Sydney where he was involved in many significant transactions involving IPO's, capital raisings, M&A and divestments across many sectors including aviation, media, tourism, property and financial services. Mr Tripp then established a fund with two other partners that raised the funding for and developed the Citibank Centre, a major commercial and retail centre in the Sydney CBD. The development was listed on the Australian ASX. During this time, the fund also managed the Sydney Olympic Stadium and Mr Tripp was on the board of the stadium during the Sydney 2000 Olympics. Since divesting his interests in the fund, Mr Tripp has been involved in a number of venture capital deals across many sectors including financial services, mining, retail and property.

Recommendation The Board, with Mr Tripp abstaining on making a recommendation under Resolution 1, recommends that the shareholders **VOTE IN FAVOUR** of this resolution.

Chair's undirected proxies The Chair of the Meeting intends to vote all undirected proxies **IN FAVOUR** of Resolution 1.

GLOSSARY

In this Notice and the Explanatory Memorandum:

Auditor's Report	means the auditor's report on the Financial Report.
Board	means the board of Directors.
Company	means Naked Brand Group Limited (ACN 619 054 938).
Constitution	means the Constitution of the Company as at the commencement of the Meeting.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Directors' Report	means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Explanatory Memorandum	means the Explanatory Memorandum attached to the Notice.
Financial Report	means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.
Meeting	means the Company's 2021 Annual General Meeting.
Notice	means this notice of Meeting.
SEC	means the U.S. Securities and Exchange Commission.
Shareholder	Means a shareholder of the Company.

NAKED BRAND GROUP LIMITED
c/o Continental Proxy Services
1 State Street, New York NY 10004

**You May Vote Your Proxy When You View The
Material On The Internet. You Will Be Asked
To Follow The Prompts To Vote Your Shares.**

NAKED BRAND GROUP LIMITED
Level 61, MLC Centre, 25 Martin Place,
Sydney NSW 2000, Australia
**NOTICE OF ANNUAL GENERAL
MEETING OF SHAREHOLDERS**
to be held on Friday, 20 August
2021 at 10am (Sydney time)
(Thursday, 19 August 2021 at
8pm (New York time))

*Shareholders are cordially invited to attend the Annual General Meeting and vote in person. At the meeting, you will need to request a ballot to vote your shares.

Dear Shareholder,

The 2021 Annual General Meeting of Shareholders of Naked Brand Group Limited (**Company**) will be held at BDO Sydney, Level 11, 1 Margaret Street, Sydney NSW 2000, Australia, on Friday, 20 August 2021 at 10:00am (Sydney time).

ORDINARY BUSINESS

Financial and related reports:

To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 31 January 2021.

Resolution 1:

To consider and, if thought fit, to pass the following resolution as an ordinary resolution in accordance with Rule 19.3(f) of the Constitution:

"THAT Mr Simon Tripp is elected as a Director."

The Board of Directors, with Mr Tripp abstaining on making a recommendation under Resolution 1, recommends that the shareholders **VOTE IN FAVOUR** of this resolution.

Your electronic vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed, dated, and returned the proxy card.



Vote Your Proxy on the Internet:

Go to <http://www.cstproxyvote.com>
Have your notice available when you access the above website. Follow the prompts to vote your shares.

CONTROL NUMBER

[Empty box for control number]

**The Proxy Materials are available for review at:
<https://www.cstproxy.com/nakedbrands/am2021>**

NAKED BRAND GROUP LIMITED
Level 61, MLC Centre, 25 Martin Place,
Sydney NSW 2000, Australia

**Important Notice Regarding the Availability of Proxy Materials
For the 2021 Annual General Meeting of Shareholders to be Held on Friday, August 20, 2021**

The following Proxy Materials are available to you to review at:

<https://www.cstproxy.com/nakedbrands/am2021>

- the Notice of Annual General Meeting
- the Company's Annual Report for the year ended January 31, 2021
- the Proxy Card
- any amendments to the foregoing materials that are required to be furnished to shareholders

This is not a ballot. You cannot use this notice to vote your shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting.

If you would like to receive a paper or e-mail copy of these documents, you must request one. There is no charge for such documents to be mailed to you. Please make your request for a copy as instructed below on or before August 13, 2021 to facilitate a timely delivery. You may also request that you receive paper copies of all future proxy materials from the Company.

ACCESSING YOUR PROXY MATERIALS ONLINE

Have this notice available when you request a paper copy of the proxy materials or to vote your proxy electronically. You must reference your Control number.

REQUESTING A PAPER COPY OF THE PROXY MATERIALS

By telephone please call 1-888-266-6791,

or

By logging on to <https://www.cstproxy.com/nakedbrands/am2021>

or

By email at: proxy@continentalstock.com

Please include the company name and your control number in the subject line.

YOUR VOTE IS IMPORTANT. PLEASE VOTE TODAY.

**Vote by Internet – QUICK ★★ EASY
IMMEDIATE – 24 Hours a Day, 7 Days a Week or by Mail**

**NAKED BRAND
GROUP LIMITED**

Your Internet vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card. Votes submitted electronically over the Internet must be received by 10:00 a.m., Sydney Time, on August 18, 2021 (8:00 p.m., New York Time, on August 17, 2021).



**INTERNET –
www.cstproxyvote.com**

Use the Internet to vote your proxy. Have your proxy card available when you access the above website. Follow the prompts to vote your shares.



MAIL – Mark, sign and date your proxy card and return it in the postage-paid envelope provided.

**PLEASE DO NOT RETURN THE PROXY CARD IF YOU
ARE VOTING ELECTRONICALLY.**

▲ FOLD HERE · DO NOT SEPARATE · INSERT IN ENVELOPE PROVIDED ▲

PROXY

THE BOARD OF DIRECTORS RECOMMENDS A VOTE “FOR” RESOLUTION 1.

Please mark
your votes
like this



RESOLUTION:

1. Election of Mr Simon Tripp as a director.

<small>FOR</small>	<small>AGAINST</small>	<small>ABSTAIN</small>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

CONTROL NUMBER

Signature _____ **Signature, if held jointly** _____ **Date** _____, 2021.

Note: Please sign exactly as name appears hereon. When shares are held by joint owners, both should sign. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please give title as such.

**Important Notice Regarding the Internet Availability of Proxy
Materials for the Annual General Meeting of Stockholders.**

**The 2021 Proxy Statement is available at:
<https://www.cstproxy.com/nakedbrands/am2021>**

▲ FOLD HERE · DO NOT SEPARATE · INSERT IN ENVELOPE PROVIDED ▲

PROXY

THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

NAKED BRAND GROUP LIMITED

**Proxy for the Annual General Meeting of Stockholders
to be held at 10:00 a.m., Sydney Time, on August 20, 2021**

The undersigned appoints Justin Davis-Rice as proxy, with the power to appoint his substitute, and authorizes him to represent and to vote, as designated on the reverse hereof, all of the ordinary shares held of record by the undersigned at 10:00 a.m. on August 18, 2021, Sydney time at the Annual General Meeting of Stockholders of Naked Brand Group Limited to be held at 10:00 a.m., Sydney Time, on August 20, 2021 (8:00 p.m., New York Time, on August 19, 2021), or at any adjournment thereof.

THIS PROXY WHEN PROPERLY EXECUTED WILL BE VOTED AS INDICATED. IF NO CONTRARY INDICATION IS MADE, THE PROXY WILL BE VOTED IN FAVOR OF RESOLUTION 1, AND IN ACCORDANCE WITH THE JUDGMENT OF THE PERSONS NAMED AS PROXY HEREIN ON ANY OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE ANNUAL GENERAL MEETING. THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS.

(Continued, and to be marked, dated and signed, on the other side)
